



Golden Tobacco Limited

(Estd. 1930 • Founder : Late Narsee Monjee • Incorporated 1955)

Manufacturers of Quality Cigarettes / Cigars



July 27, 2020

GT/SE/SEC/2020-21

To, The Manager, Corporate Relations Deptt. Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code:151	To, The Secretary, National Stock Exchange of India Ltd Exchange Plaza Bandra Kurla Complex, Bandra (East) MUMBAI - 400 051 Scrip Code: GOLDENTOBC
--	---


Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020. :

In terms of Clause 3(b)(iii) of SEBI Circular No.CIR/CFD/CMDI/27/2019 dated February 8, 2019, we enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020 issued by Devesh Pathak & Associates, Practicing Company Secretary on July 25, 2020.

Kindly take the same on record and acknowledge the receipt.

**Thanking You,
For GOLDEN TOBACCO LIMITED**


Harish Punwani
Company Secretary and Compliance Officer
(ACS- 50950)



Registered Office & Works : At. Darjipura, Post-Amaliyara, Vadodara - 390 022. (Gujarat).
Phone : +91 0265 2540597, 2540281 **Fax :** +91 0265 2541700 **Toll Free No. :** 1800 223 951
website : www.goldentobacco.in **Email :** share@goldentobacco.in **CIN :** L16000GJ1955PLC067605

New Delhi Office : Golden Tobacco Limited, 1303-1304, Vijaya Building, 17, Barakhamba Road, New Delhi-110 001.
Phone : +91 011 23711531 **Fax :** +91 011 23314457

Mumbai Office : Golden Tobacco Limited, Tobacco House, S. V. Road, Vile Parle (W), Mumbai-400 056.
Phone : +91 022 26713951 **Fax :** +91 022 26715481



CS Devesh A. Pathak
B.Com., LL.B., F.C.S.

DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

PHONE : (0265) 2562158 / 75 MOBILE : 98240 92589

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

Secretarial Compliance Report of Golden Tobacco Limited for the year ended 31st March, 2020

To,
Golden Tobacco Limited
Darjipura, Post – Amaliya,
Vadodara - 390022

We, M/s. Devesh Pathak & Associates have examined:

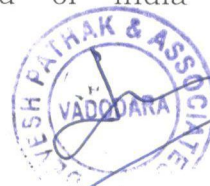
- (a) all the documents and records made available to us electronically only in view of COVID-19 advisories and explanation provided by GOLDEN TOBACCO LIMITED (“the listed entity”),
- (b) and explanation provided by Golden Tobacco Limited (“the listed entity”),
- (c) the filings/ submissions made by the listed entity to the stock exchanges,
- (d) website of the listed entity,
- (e) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2020 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, We hereby report that, during the Review Period:

i. The Company has not issued any securities and accordingly

- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013

were not applicable.

ii. The Company has neither got delisted Equity Shares nor bought back any security of the Company and accordingly

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

were not applicable.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	The Nomination and Remuneration Committee (NRC) shall have at least 3 members pursuant to clause 19 of LODR for the quarter ended on 30 th	Consequent to resignation of Mr. Bharat	Penalty of Rs. 49,560 was imposed on 1 st November, 2019, which is already





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

	September, 2019	Merchant, there were only two members in the NRC	paid.
2.	The Nomination and Remuneration Committee (NRC) shall have at least 3 members pursuant to clause 19 of LODR for the quarter ended on 31 st December, 2019	Consequent to resignation of Mr. Bharat Merchant, there were only two members in the NRC	(i) Penalty of Rs. 2,17,120 was imposed on 3 rd February, 2020, which is already paid. (ii) With the induction of Mr. Rajnikant H. Patel as a member of NRC with effect from 9 th January, 2020, default is made good.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records;
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE/BSE	Non-compliance with Corporate Governance Requirements for quarter ended 30 th September, 2019 pursuant to Regulation 19(1)/(2) of LODR	Penalty of Rs. 49,560 was imposed vide their Notice dated 1 st November, 2019	Penalty was paid on 18 th December, 2019





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

2.	NSE/BSE	Non-compliance with Corporate Governance Requirements for quarter ended 30 th December, 2019 pursuant to Regulation 19(1)/(2) of LODR	Penalty of Rs. 2,17,120 was imposed vide their Notice dated 3 rd February, 2020	Penalty was paid on 11 th February, 2020
----	---------	--	--	---

(d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Hon'ble Supreme Court vide its order dated 11.04.2018 reduced penalty from Rs.1 Cr. To Rs. 25 Lacs each to the then Directors	The Company petition before the Hon'ble Supreme Court by the Company against the appeal of SAT order dated 06.08.2016 for penalty of Rs. one crore each to the then Directors of the Company	As informed by the Company to us fine of Rs. 25 Lacs each by the then Director have paid the same.	As informed by the Company to us the compliance is made.





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

Place: Vadodara
Date: 25TH July, 2020

For Devesh Pathak & Associates



CS Devesh A. Pathak

FCS No.: 4559

CP No.: 2306

UDIN: F004559B000504916