



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



Sep.22, 2014

GTL/NSE/BSE/SEC

To,

The Manager,
Corporate Relationship Department,
Bombay Stock Exchange,
25th Floor, P.J. Towers, Dalal Street Fort,
Mumbai-400001

Scrp : 500151

The Secretary,
National Stock Exchange,
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East),
Mumbai-400051

Scrp: 5251:

Dear Sir,

**Sub: Proceedings of the 58th Annual General Meeting of the Members
of the Company:**

Pursuant to Clause 31(2) of Listing Agreement, we enclose herewith the proceedings of the 58th Annual General Meeting of the Members held on today i.e Monday the September 22, 2014 at 12.30.P.M. at the Registered Office at Darjipura, Post- Amaliyara, Vadodara, Gujarat – 390022.

Kindly take the same on record and acknowledge receipt the same.

Thanking You,
For Golden Tobacco Limited

Manoj
Manoj Kumar Srivastava
Company Secretary

Encl : a/a



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



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PROCEEDINGS OF THE 58TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY, HELD ON MONDAY, THE 22ND SEPTEMBER, 2014 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT DARJIPURA, POST -AMALIYARA, DIST- VADODARA, GUJARAT -390022

On unanimous consent of the Directors present, Shri Bharat B. Merchant, Director of the Company and Chairman of the Audit Committee was elected as a Chairman of the meeting to conduct the proceedings of the 58th Annual General Meeting of the Company.

Shri Bharat B. Merchant took the Chair and welcomed the Shareholders.

With the unanimous consent of the shareholders present, the notice convening the 58th Annual General Meeting was taken as read.

The Company Secretary read out the Auditors' Report to the Shareholders of the Company for the year ended March 31, 2014.

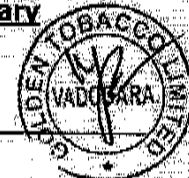
Thereafter, following business were transacted and passed by the members of the Company with requisite majority by e- voting as well as poll:

1. Adoption of Audited Balance Sheet as at March 31, 2014 and Profit and Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon. (**by Ordinary Resolution**)
2. Appointed M/s Lodha & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company and fixation of their remuneration. (**by Ordinary Resolution**)
3. Appointment of Shri Bharat B. Merchant as an Independent Director of the Company pursuant to the Companies Act, 2013 (**by Ordinary Resolution**)

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- 4. Appointment of Shri V. K. Bhandari as an Independent Director pursuant to the Companies Act, 2013 (**by Ordinary Resolution**)
- 5. Approval to Authority to the Board of Directors of the Company to exercise the Borrowing power of the Company pursuant to the section 180(1) (C) of the Companies Act, 2013 (**by Special Resolution**)

For Golden Tobacco Ltd.

Manoj
Manoj Kumar Srivastava
 Company Secretary

Date: 22/09/2014



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Details as per Clause 35A of the Listing Agreement with Stock Exchanges as per SEBI - Amendments to Equity Listing Agreement	
Date of the AGM	Monday, 22.09.2014
Total Number of Shareholders on record date	31158
Number of Shareholders present in the meeting in person	82
Proxies received for individual shareholders	42
Authorised Representatives	40
No. of Shareholders who attended the meeting through Video Conferencing	
(a) Promoters and Promoters Group	No Video Conference
(b) Public	
Agenda-wise : (Detail of the Agenda)	
Detail of the Agenda : Resolution required	Ordinary Resolution in case of Sl. No 1 to 4
Detail of the Agenda : Resolution required	Special Resolution in case of SL. No.5
Mode of Voting	E- Voting and By Poll

Note : All the item approved by the Members in Ordinary Resolutions except Item No. 5 Passed by Special Resolution.

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FOR GOLDEN TOBACCO LIMITED

Manoj
MANOJ KUMAR SRIVASTAVA
COMPANY SECRETARY



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GOLDEN TOBACCO LIMITED

Promoter / Public	No of Shares held(1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares $3 = [(2)/(1)] * 100$	No of Votes in Favour(4)	No of Votes against(5)	% of Votes in favour on Votes polled $(6) = [(4)/(2)] * 100$	% of Votes Against on Votes polled $(7) = [(5)/(2)] * 100$
Resolution No. 1 - Adoption of Statement of Profit & Loss, Balance Sheet, reports of Auditors and Board of Directors for the financial year 2013-2014							
Mode of Voting : (E-voting)							
Promoters and Promoter Group	4581725	3974079	86.74	3974079	0	100	0
Public Institutional Holders	564434	0	0.00	0	0	0	0
Public-Others	12462643	1625910	13.05	1625878	32	100*	0*
Total (A)	17608802	5599989	31.80	5599957	32	100*	0*
Mode of Voting : (Poll)							
Promoters and Promoter Group	4581725	607646	13.26	607646	0	100	0
Public Institutional Holders	564434	0	0.00	0	0	0	0
Public-Others	12462643	72610	0.58	72610	0	100.00	0
Total (B)	17608802	680256	3.86	680256	0	100.00	0
Result (A+B)	17608802	6280245	35.67	6280213	32	100*	0

*Negligible



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COMPANY SECRETARY

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GOLDEN TOBACCO LIMITED							
Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares $3 = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of Votes against (5)	% of Votes in favour on Votes polled $6 = \frac{(4)}{(2)} * 100$	% of Votes Against on Votes polled $(7) = \frac{(5)}{(2)} * 100$
Resolution No. 2 - Reappointment of M/s Lodha & Co. Chartered Accountants, Mumbai as Statutory Auditors of the Company.							
Mode of Voting : [E-voting]							
Promoters and Promoter Group	4581725	3974079	86.74	3974079	0	100	0.00
Public Institutional Holders	564434	0	0.00	0	0	0	0
Public-Others	12462643	1625910	13.05	1600878	25032	98.46	1.54
Total (A)	17608802	5599989	31.80	5574957	25032	99.55	0.45
Mode of Voting : [Poll]							
Promoters and Promoter Group	4581725	607646	13.26	607646	0	100	0
Public Institutional Holders	564434	0	0.00	0	0	0	0
Public-Others	12462643	72610	0.58	72610	0	100.00	0
Total (B)	17608802	680256	3.86	680256	0	100.00	0
Result (A+B)	17608802	6280245	35.67	6255213	25032	99.60	0.40

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GOLDEN TOBACCO LIMITED

Resolution No. 3 - Reappointment of Shri BHARAT B. MERCHANT as an Independent Director of the Company pursuant to the Companies Act, 2013

Mode of Voting : [E-voting]

Promoter / Public	No of Shares held(1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares $3 = [(2)/(1)] * 100$	No of Votes in Favour(4)	No of Votes against (5)	% of Votes in favour on Votes polled $(6) = [(4)/(2)] * 100$	% of Votes Against on Votes polled $(7) = [(5)/(2)] * 100$
Promoters and Public Institutional Holders	4581725	3974079	86.74	3974079	0	100	0.00
Public-Others	564434	0	0.00	0	0	0	0
Total (A)	12462643	1625910	13.05	1600878	25032	98.46	1.54
*Negligible	17608802	5599989	31.80	5574957	25032	99.55	0.45
Mode of Voting : (Poll)							
Promoters and Public Institutional Holders	4581725	607646	13.26	607646	0	100	0
Public-Others	564434	0	0.00	0	0	0	0
Total (B)	12462643	72610	0.58	72610	0	100.00	0
Result (A+B)	17608802	6280245	35.67	6255213	25032	99.60	0.40



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GOLDEN TOBACCO LIMITED

Promoter / Public	No of Shares held(1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares $3 = \frac{(2)}{(1)} * 100$	No of Votes in Favour(4)	No of Votes against (5)	% of Votes in favour on Votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes Against on Votes polled $(7) = \frac{(5)}{(2)} * 100$
Resolution No. 4 - Reappointment of Shri V. K. BHINDARI as an Independent Director of the Company pursuant to the Companies Act, 2013.							
Mode of Voting : [E-voting]							
Promoters and							
Promoter Group	4581725	3974079	86.74	3974079	0	100	0.00
Public Institutional Holders	564434	0	0.00	0	0	0	0.00
Public-Others	12462643	1625910	13.05	1600878	25032	98.46	1.54
Total [A]	17608802	5599989	31.80	5574957	25032	99.55	0.45
* Negligible							
Mode of Voting : (Poll)							
Promoters and							
Promoter Group	4581725	607646	13.26	607646	0	100	0
Public Institutional Holders	564434	0	0.00	0	0	0	0
Public-Others	12462643	72610	0.58	72610	0	100.00	0
Total [B]	17608802	680256	3.86	680256	0	100.00	0
Result (A+B)	17608802	6280245	35.67	6252213	25032	99.60	0.40



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GOLDEN TOBACCO LIMITED

Promoter / Public	No of Shares held(1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares $3 = \frac{(2)}{(1)} * 100$	No of Votes in Favour(4)	No of Votes against (5)	% of Votes in favour on Votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes Against on Votes polled $(7) = \frac{(5)}{(2)} * 100$
Resolution No. 5 - Authority to the Board of Directors to Exercise Borrowing Powers of the Company pursuant to the Companies Act, 2013:							
Mode of Voting : (E-voting)							
Promoters and Promoter Group	4581725	3974079	86.74	3974079	0	100	0.00
Public Institutional Holders	564434	0	0.00	0	0	0	0.00
Public-Others	12462643	1625910	13.05	1587878	38032	97.66	2.34
Total (A)	17608802	5599989	31.80	5561957	38032	99.32	0.68
*Negligible							
Mode of Voting : (Poll)							
Promoters and Promoter Group	4581725	607646	13.26	607646	0	100	0.00
Public Institutional Holders	564434	0	0.00	0	0	0	0.00
Public-Others	12462643	72610	0.58	72610	0	100.00	0.00
Total (B)	17608802	680256	3.86	680256	0	100.00	0.00
Result (A+B)	17608802	6280245	35.67	6242213	38032	99.39	0.61



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