



NOTICE

NOTICE is hereby given that the SIXTIETH ANNUAL GENERAL MEETING of the Members of GOLDEN TOBACCO LIMITED will be held on Wednesday, the September 21, 2016 at 12.15 P.M. at the Registered Office of the Company at Darjipura, Post-Amaliyara, Vadodara -390022, Gujarat to transact the following business as ORDINARY BUSINESS:

1. **To receive, consider and adopt :**

- the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors' and the Auditors' thereon and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with Reports of the Auditors' thereon.

2. **To appoint a Director in place of Shri Jaskaran S. Khurana (DIN:03034960) who retires by rotation and, being eligible, offers himself for reappointment.**

3. **To ratify Appointment of Statutory Auditors and fix their remuneration :**

To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratify the appointment of M/s Lodha & Co. Chartered Accountants (Firm Regn. No. 301051E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 61st AGM of the Company to be held in the calendar year 2017 to such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors of their Company.

SPECIAL BUSINESS:

4. **To approve Related Party Transactions pursuant to regulation 23(8) of SEBI (Listing Obligation and Disclosure Regulation 2015) :**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements Regulations 2015 (Listing Regulation) read with applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or enactment thereof for the time being enforce) and also pursuant to the consent of the Audit Committee and the Board of Directors vide its resolution passed in their respective meeting held on May 23, 2016, the approval of the Company, be and is, hereby accorded to the related party transactions entered into with a subsidiary Companies of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby authorized to perform and execute all such deeds, acts and things , including delegate such authorities and powers as may be deemed necessary or expedient to give effect to this resolutions including matters connected therewith or incidental thereon."

5. **To Re-appoint Shri Jaskaran S. Khurana (DIN:03034960) as an Executive Director of the Company:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Members and other requisite authorities, if any, including Central Government, approval, be and is, hereby accorded to the re appointment of Shri Jaskaran S. Khurana (DIN: 03034960), as an Executive Director of the Company w.e.f. May 23,2016 for a period of three years i.e up to May 22, 2019.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the office of the Executive Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Jaskaran S. Khurana shall not be paid any sitting fees for attending meetings of the Board of Directors or its Committees and his appointment shall be liable to retire by rotation.

By order of the Board,
For GOLDEN TOBACCO LIMITED,

Manoj Kumar Srivastava
Company Secretary

Place : Mumbai
Date : May 23, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT DARJIPURA, POST-AMALIYARA, VADODARA – 390022. GUJARAT, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM I.E. BY 12:15 A.M. ON 21ST SEPTEMBER, 2016. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID-UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDERS.

2. Corporate Members are required to send to Registered Office a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this Annual General Meeting is annexed.
4. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, the Resolution proposed at this Annual General Meeting will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also voting through ballot at the AGM, for remote e-voting the Company has engaged the services of Central Depository Services Ltd.(CDSL). The Board of Directors of the Company has appointed Shri CS Devesh A. Pathak (FCS No.4559) Practicing Company Secretary or failing him Shri CS Vimal N. Betai (ACS No.26007), Practicing Company Secretary as the Scrutinizer for the purpose.
5. Voting rights will be reckoned on the paid-up value of share registered in the name of the Members as on Friday, the September 16, 2016 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the Annual General Meeting.
6. The facility for voting by ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the Annual General Meeting. Members, who cast their votes by remote e-voting prior to the Annual General Meeting, may attend the meeting but will not be entitled to cast their votes once again.
7. Members can opt for only one mode of voting i.e. either by ballot form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
8. Shri Jaskaran S. Khurana (DIN:03034960) Executive Director retires by rotation at the AGM and being eligible, offering him self for reappointment as a retiring director. Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of Companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Listing Regulations as provided in the corporate governance report forming part of the Annual Report.
9. Members are required to bring their admission/attendance slips to the AGM. Duplicate admission slips and / or copies of the Annual Report will not be provided at the AGM venue.
10. In case of Joint Holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sunday, during business hours up to the date of the AGM.
12. The Company has notified closure of Register of Members and Share Transfer Books from Friday, **September 16, 2016 to Wednesday, September 21, 2016** (both days inclusive).
13. Members may note that all unpaid/unclaimed dividend up to 1993-94 declared by the Company has been transferred to the General Revenue Account of the Central Government. Unpaid dividend pertaining to the year 1994-95 will be considered in the fresh reference before BIFR and would be paid accordingly.
14. Members, holding shares in dematerialization form are requested to intimate all changes pertaining to their address, bank details, nominations, power of attorneys, change of name, email address, contact numbers etc. to their Depository Participants



(DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help to the Company and Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company and / or Company's RTA M/s Link Intime India Pvt. Ltd.

15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.goldentobacco.in under the section Investor Relations.
16. Members holding shares in physical are requested to consider converting their holding to dematerialization form to eliminate all risks associated with physicals and to ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
17. The physical copies of the Notice of AGM along with Annual Report of 2015-16 is being sent to all the Members of the Company by the permitted mode, and also by electronic mode to those Members whose email addresses are registered with the Company / RTA / DP.
18. To support the "Green Initiative", the Members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
19. Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's website www.goldentobacco.in or send their queries at least ten days before AGM to the Company Secretary at the Registered Office of the Company.
20. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off of the date i.e. September 16, 2016 may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
21. The e-voting period commences on Sunday, September 18, 2016 (9.00 a.m. IST) and ends on Tuesday, September 20, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, the September 15, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member he/she shall not be allowed to change it subsequently or cast vote again.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, would count the votes cast at the meeting, thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director /Company Secretary or a person authorized by the Company.
23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goldentobacco.in and on the website of Central Depository Services Ltd (CDSL) www.evotingindia.com immediately the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

PROCEDURE FOR E- VOTING

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number/default PAN is printed on Address Slip of Annual Report. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of Golden Tobacco Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call Toll Free No. 1800223951. You may also send your queries to the share@goldentobacco.in, csmanoj@goldentobacco.in



ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 :

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

ITEM NO. 4

As you are aware that the Company had given advances to Golden Realty and Infrastructure Limited, a wholly owned subsidiary to acquire certain development rights in a land situated in New Delhi for Joint Development pursuant to development agreement aggregating to ` 164,84,77,637 (as on March 31, 2016) (previous year ` 183,18,77,637).

In view of policy of Delhi Development Authority (DDA) as well litigation, development could not take place and party to the Joint development Agreement has started refunding the amount to the Company.

However by abundant precaution in terms of Regulations 23(8) of the Listing Regulations 2015 read with applicable provisions, if any of the Companies Act, 2013 your directors seek your approval to the resolution as appearing in item No. 4 of the accompanying Notice by way of an ordinary Resolution. Except Shri A. K. Joshi and Shri Bharat B. Merchant no other directors or their relatives shall be deemed to be concerned or interested financially or otherwise in the resolution.

ITEM NO. 5

Keeping in view rich experience and expertise of Shri Jaskaran S. Khurana upon recommendation of the Nomination & Remuneration Committee - the Board of Directors on its meeting held May 23, 2016 have reappointed him as Executive Director and Chief Operations of the Company. He will work under the control and superintendence of the Board of Directors of the Company on the following remunerations:

Remuneration & Terms of Appointment:

I. Basic Salary (PM)

` 1,41,639/- (in the grade of ` 1,38,215 to ` 50,000- to ` 4,50,000)

II. Perquisites & Allowances: (PM)

HRA @ 60% of Basic, Servant Allowance @ 15% of Basic, Gas & Electricity @ 8.33% of Basic, Home Maintenance Allowance @ 8.33% of Basic, Children Education Allowance: ` 1500/-, Books & Periodicals up to ` 3000/-, Business Promotion up to : ` 3000/-, Car Scheme: up to ` 75000/-, Special Pay: ` 55,291/- and Additional Pay: ` 1,22,500/-.

III. Other Perquisites & Allowances:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of leave at the end of the tenure;
- (iii) Provision of the Company's maintained Car and driver's salary for use of the Company's business and telephone at residence shall not be considered as perquisites;
- (iv) Reimbursement of entertainment, traveling and all other actual expenses properly incurred for the purpose of the Company's business shall not be considered as remuneration;
- (v) Personal accident and medical insurance as per Company policy;
- (vi) Use of car for Company's business and telephone at residence;
- (vii) Medical expenses incurred for self and all dependent family members subject to a ceiling of one month's basic salary per year;
- (viii) Leave Travel Concession (LTC) once in a year from the place of residence to anywhere in the world by air (business class) or by train (AC first class) for self and all dependent family members, subject to a ceiling of one month's basic salary;
- (ix) Hospitalization reimbursement in accordance with the scheme and rules of the Company;
- (x) Variable Performance Pay (VPP) as per the Company's Policy, subject to maximum of ` 12.00 Lacs (twelve Lacs) Per Annum.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any financial year during the tenure of the office of Shri Jaskaran S. Khurana as Executive Director of the Company, the remuneration shall be governed as provided

under Section II of Part II of schedule V and other provisions applicable of the Companies Act, 2013 and rules framed there under from time to time or approved by the Central Government as the case may be.

RESOLVED FURTHER THAT Shri Jaskaran S. Khurana shall not be paid any sitting fees for attending meetings of the Board of Directors or its Committees thereof and his appointment shall be liable to retire by rotation”

RESOLVED FURTHER THAT Shri A.K. Joshi, Managing Director and Shri Manoj Kumar Srivastava, Company Secretary of the Company, be and are, hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to this resolution including filing of the form with the Registrar of Companies.

IV. TERMINATION

The aforesaid reappointment may be terminated by either party giving at least three months’ notice in writing in that behalf or notice pay in lieu thereof at the end of which period, termination of the contract shall take effect.

Documents referred in this resolution will be available to the Shareholders for inspection between 11.00 A.M. to 1.00 PM on all working days (except Saturday and Sunday) at the registered office of the Company up to the date of AGM.

ADDITIONAL INFORMATION

Pursuant to Clause (A) of Part II Section II of schedule V of the Companies Act, 2013 details required are as follows:

I. GENERAL INFORMATION :

(1) Nature of Industry :

The Company's products are classified under Tobacco Industry.

(2) Commencement of Commercial Production :

The Company's plant for manufacturing Tobacco Products (Licensed Capacity of 14500 Million and installed Capacity of 10950 Million) is already in operation.

(3) FINANCIAL PERFORMANCE :

(` in Lacs)

Particulars	2015-16	2014-15	2013-14
Profit /(Loss) (Before Tax) before extra Ordinary items	(3656.59)	(3063.33)	(2478.39)
Profit /(Loss) (Before Tax) after extra Ordinary items	(3656.59)	(3063.33)	(2190.08)
Dividend	NIL	NIL	NIL
Effective Capital	15811.75	11516.99	6677.17

(4) Export performance and Net Foreign Exchange Earning:

(` In lacs)

Particulars	2015-16	2014-15	2013-14
Export (FOB) Value	2055.12	2366.76	3148.97
Net Foreign Earned	2060.76	2399.66	3219.63

(5) Foreign Investment & Foreign Collaboration during the year:

The Company has neither made any foreign investment nor any foreign collaboration during the year.

II. INFORMATION ABOUT THE APPOINTEE :

1. Background of the Managerial Personnel :

Shri Jaskaran S. Khurana is a Executive Director the Company. He is B.Com and MBA. Having a bright academic career and reach experience of more than 18 years in the field of domestic sales and International Marketing to his credit. He joined the Dalmia's Group in the year 2007 and in the Company as Chief Operation Officer (COO) in the year 2010 and inducted on the Board as Whole Time Director on May 23, 2013. He is Member of the Stakeholders Relationship Committee (SRC) and Risk Management Committee (RMC) of the Board of the Company.



2. Job Profile and Suitability :

Shri Jaskaran S. Khurana is Executive Director and heading the Domestic and Export business of the Company as also he is head of the Production Department. Looking his performance and responsibilities taken to his shoulders, professional background and vast experience, on recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors in its meeting held on May 23, 2016 reappointed him as Executive Director and Chief Operations of the Company for three years w.e.f. May 23, 2016.

3. Past and proposed Remuneration : (Per Annum)

(` in Lacs)

Particulars	Present Salary (2015-16)	Proposed Salary (2016-19)
Salary & Perquisite*	66.65	66.65

*plus retiral benefits and Variable Performance Pay (VPP) as per Company's Policy as provided in explanatory statement.

III. Recognition or awards:

The Company has no information to offer.

No any Director or Key Managerial Personnel nor their relatives except Shri Jaskaran S. Khurana shall be deemed to be concerned or interested, financially or otherwise, in this resolution.

Keeping in view of his vast experience, expertise and knowledge the Board opinioned that the re appointment of Shri Jaskaran S. Khurana as a Executive Director would be the best interest of the Company and the your Directors recommend and seek your approval to the resolution as set out in the item No. 5 of the accompanying Notice by way of Special Resolution.

ADDITIONAL INFORMATION OF APPOINTEE

PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

Name	Shri Jaskaran S. Khurana
Date of Birth & Age	September 22, 1972 (44 Years)
Date of Appointment	May 23, 2016
Qualifications	B.Com (H), MBA
DIN	03034960
PAN	AAEPK6100F
Shares holding in the Company	NIL
Disclosure of relationships between directors inter-se	NIL
Listed Companies (other than Golden Tobacco Limited) in which he holds directorship and committee membership	NIL

By order of the Board,
For GOLDEN TOBACCO LIMITED,

Manoj Kumar Srivastava
Company Secretary

Place : Mumbai
Date : May 23, 2016
Registered Office:
At Darjipura, Post-Amaliyara,
Vadodara, Gujarat- 390022,