



# Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



January 13, 2016

GTL/SE/SEC/2015-16

To,  The Manager, Corporate Relations Deptt. Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, MUMBAI-400001 <b>Scrip Code:151</b>	To,  The Secretary, National Stock Exchange of India Ltd' Exchange Plaza' Bandra Kurla Complex, Bandra (East) MUMBAI - 400 051 <b>Scrip Code: 5251</b>
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Dear Sir(s),


**Sub: Corporate Governance Report for the quarter ended Dec. 31, 2015**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Corporate Governance Report for the quarter ended December 31, 2015:

Kindly take the same on record and acknowledge receipt.

Thanking You,

For GOLDEN TOBACCO LIMITED

  
**Manoj Kumar Srivastava**  
Company Secretary & Compliance Officer  
(M. No. FCS- 7460)



**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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## CORPORATE GOVERNANCE REPORT

under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) 2015

Name of Company: GOLDEN TOBACCO LIMITED

Quarter ended: DECEMBER 31, 2015

**I Composition of Board of Directors**

Name of the Director	PAN No.s	DIN#	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Shri A. K. Joshi	AAGPJ4277Q	'00379820	Executive Director ( MD)	25.05.2015	-	One	One	NIL
Shri Jaskaran S. Khurana	AAEPK6100F	'03034960	Executive Director	23.05.2013	-	One	One	NIL
Shri Bharat B. Merchant	AAIPM2574M	00300384	Non Executive Independent Director	25.05.2014	Five Years	Three	Four #	Four
Shri V. K. Bhandari	AAPPB5117J	'00052716	Non Executive Independent Director	25.05.2014	Five Years	Four	Five #	One
Mrs.Kokila Panchal	AALPP0725G	7144653	Non Executive Independent Director	31.03.2015	Five Years	One	NIL	NIL

\$PAN number of any director would not be displayed on the website of Stock Exchange

&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Including Chairperson of the Committee.



**II. Composition of Committees :**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/independent/Nominee) \$
1. Audit Committee	Shri. Bharat B. Merchant Shri. V. K. Bhandari Shri. A. K. Joshi	Non Executive Independent Director Non Executive Independent Director Executive Director (Managing Director )
2. Nomination and Remuneration Committee	Shri. Bharat B. Merchant Shri. V. K. Bhandari Mrs. Kokila Panchal	Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director
3. Stakeholders Relationship Committee	Shri. Bharat B. Merchant Shri. V. K. Bhandari Shri. Jaskaran S. Khurana	Non Executive Independent Director Non Executive Independent Director Executive Director
4. Risk Management Committee	Shri. A. K. Joshi Shri. Jaskaran S. Khurana	Executive Director( Managing Director ) Executive Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12.08.2015	-	44 days
25.09.2015	06.11.2015	42 days

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06.11.2015 (Audit Committee)	Yes	12.8.2015 (Audit Committee)	86 days
06.11.2015 (Stakeholder Relationship Committee)	Yes	12.8.2015 (Stakeholder Relationship Committee)	86 days
-	-	25.09.2015(Nomination and Remuneration Committee)	122 days

\* This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional



**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	N/A
Whether shareholder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N/A

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**For Golden Tobacco Limited**

  
**Manoj Kumar Srivastava**  
**Company Secretary & Compliance Officer**  
**M. No.: FCS-7460**





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