GOLDEN TOBACCO LIMITED

Regd. Office: At. Darjipura, Post- Amaliyara, Vadodara – 390 022, Gujarat. Phone -+91 265 2540597, 2540281, Fax: 0265 2541700, Toll Free No: 1800 223 951 E-mail: share@goldentobacco.in, Website: www.goldentobacco.in

CIN:L16000GJ1955PLC067605 PROXY FORM

Name of the Member(s): Registered Address: E-mail ld: Folio No./DP Id & Client Id: I/We, being the member (s) ofshares of the Golden Tobacco Limited, hereby appoint: 1. Name: Address: Email ID : or failing him,..... 2. Name: Address: Address: Email ID : or failing him, (TEAR FROM HERE) Email ID: or failing him,..... **GOLDEN TOBACCO LIMITED** Regd. Office: At. Darjipura, Post- Amaliyara, Vadodara - 390 022, Gujarat. Phone -+91 265 2540597, 2540281, Fax: 0265 2541700, Toll Free No: 1800 223 951 E-mail: share@goldentobacco.in, Website: www.goldentobacco.in CIN:L16000GJ1955PLC067605 ATTENDANCE SLIP Affix Folio No./DP Id -Client Id: Revenue Stamp No. of Shares held I/We hereby record my/our presence at the 58th Annual General Meeting of Members of the Company being held at Registered Office At. Darjipura, Post-Amaliyara, Vadodara – 390 022, Gujarat on Monday, 22nd September, 2014 at 12:30 P.M. Signature of First Holder / Proxy Signature of First Joint Holder Signature of Second Joint Holder

Notes: Please signed this attendance slip and hand over at the Attendance verification counter at the meeting venue. Shareholder/Proxy

attending the meeting is requested to bring his /her copy of the annual report.

and whose signature (s) are appended below as my/our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the 58" Annual General Meeting of the Company to be held on Monday, 22nd September, 2014 at 12:30 P.M. at Darjipura, Post Amaliyara, Vadodara, Gujarat 390022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

Ordinary Business:

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with Reports of the Board of Directors' and the Auditors' thereon.
- 2. To reappoint M/s. Lodha & Co. Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 61st Annual General Meeting and to authorize the Board to fix their remuneration.

Special Business:

- 3. To appoint Shri Bharat B. Merchant (DIN: 00300384) as an independent director pursuant to the Companies Act, 2013.
- 4. To appoint Shri V.K. Bhandari (DIN: 00052716) as an independent director pursuant to the Companies Act, 2013.
- 5. Authority to the Board of Directors to exercise Borrowing Powers.

Signed this on day of, 2014
Signature of Shareholder:
Note: This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.