



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars



September 26, 2014

FAX

GT/SE/SEC/2014-15

To,

The Manager,
Corporate Relations Department,
Bombay Stock Exchange,
14th Floor, P.J. Towers,
Dalal Street,
MUMBAI-400001

Scrip Code:151

The Secretary,
National Stock Exchange of India Ltd
'Exchange Plaza'
Bandra Kurla Complex, Bandra (East)
MUMBAI - 400 051

Scrip Code : 5251

Dear Sir,

Sub: Intimation of dispatch of Postal Ballot Notice and form to the Shareholders :

Pursuant to section 180(1)(a) and Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has completed its dispatch of Postal Ballot notice and forms to its Members on September 20, 2014. Notice for the same has also been published in the newspaper in English i.e. Business Standard and in Gujarati i.e. Loksatta on Sep.26, 2014, copy of each is enclosed.

The Company has also provided e-voting facility to all members which has begun on Sep.21, 2014 at 9.00.A.M. and shall end on October 20, 2014 at 6.00 P.M.

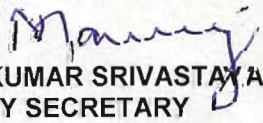
The copy of the Postal Ballot notice has also been e-mailed to the members whose email addresses are registered with their depository participants. The notice and forms have also been provided on the Company's website i.e. www.goldentobacco.in

We enclose herewith the following:

1. Notice and form of Postal Ballot
2. Copy of Newspaper cuttings published in the Business Standard and The Loksatta intimating the completion of the Postal Ballot on Sep.20, 2014.

We request you to take the same on record and acknowledge the receipt.

Thanking You,
For GOLDEN TOBACCO LIMITED


MANOJ KUMAR SRIVASTAVA
COMPANY SECRETARY

Email : share@goldentobacco.in, csmanoj@goldentobacco.in



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



GOLDEN TOBACCO LIMITED

Regd.Office : At Darjipura, Post Amaliyara, Vadodara - 390 022 Gujarat, India

Tel. (0265) 2540281 **Fax :** (0265) 2540281

Website : www.goldentobacco.in **E-mail :** share@goldentobacco.in

CIN - L16000GJ1955PLC067605

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that the Board of Directors of the Company at its meeting held on September 12, 2014 has resolved to seek the shareholders' consent to the following Special Resolution through voting by Postal Ballot in accordance with the provisions of section 110 of the Companies Act, 2013 ("the Act") [including any statutory modification(s) or reenactment(s) thereof] read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") or other applicable Rules, if any. The proposed draft Special Resolution, the Explanatory Statement stating all material facts and the reasons for the proposal and a Postal Ballot Form are enclosed for your kind consideration.

Members are requested to carefully read the instructions printed on the Postal Ballot and return the same duly completed in the attached pre-paid postage self addressed envelope so as to reach the scrutinizer on or before 6.00 P.M. on October 20, 2014. Your assent/dissent received at the address as mentioned on the envelope after 6:00 P.M. would be strictly treated as if no reply has been received from you. No other form or photocopy of the form is permitted.

Shareholders who do not receive the Postal Ballot form may apply to the Company and obtain a duplicate thereof.

In compliance with Clause 35B of the listing agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form. The Company has engaged the services of Central Depository Services limited (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case, a member has voted through e-voting facility he/she is not required to send the physical Postal Ballot form. In case, a member votes through physical vote the vote cast through e-voting only shall be considered by the Scrutinizer. The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the proposed resolution for the process and manner in which e- voting is to be carried out.

The scrutinizer will submit his report to the Managing Director or Company Secretary after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Managing Director or Company Secretary of the Company by October 25, 2014, at 6:00 P.M. at the Registered Office of the Company. The said results will also be intimated to the Stock exchange(s), published in the newspapers and uploaded on Company's website viz. www.goldentobacco.in.

The Special Resolution as mentioned below shall be declared as passed if the number of votes cast in favour of the resolution is at least three times of the votes cast against the respective resolution.

The declaration by the Managing Director or Company Secretary as stated above shall be treated as declaration of results at a meeting of the shareholders as per the Rules. Thereafter, the results of the postal ballot will be communicated to the Stock Exchange(s) where the Company's shares are listed and posted on the Company's website viz. www.goldentobacco.in.

Consent of the Members is being sought for the resolution proposed as follows:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Regulation 26(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable laws for the time being in force, the Memorandum and Articles of Association of the Company and subject to necessary approvals, if any, and having considered the explanatory statement placed before the members of the Company pursuant to Section 102(1) of the Companies Act, 2013, the consent of the members of the Company, be and is, hereby accorded to the Board of Directors of the Company to sell, transfer or otherwise dispose of the land owned by the Company admeasuring approximately 31,128.48 square meters situated at S.V. Road, Vile Parle (West), Mumbai- 400 056 together with the structures standing thereon (**“the Property”**) to Parmida Developers Limited subject to Parmida dealing with the rights claimed by Sheth Developers Private Limited and Suraksha Realty Limited to the Property on such other terms and conditions and consideration as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors, be and is, hereby authorized to do all the acts and deeds necessary and expedient for the aforesaid purpose including to discuss, negotiate and finalise and execute with Parmida Developers Limited, Sheth Developers Private Limited and Suraksha Realty Limited, the requisite agreements, documents, deeds, conveyance, power of attorneys and writings as may be necessary for sale and transfer of the Property to Parmida Developers Limited and to accept any modifications to or to modify, alter or vary, the terms and conditions of the aforesaid documents and to give effect to the above resolutions.”

RESOLVED FURTHER THAT the Board, be and is, hereby authorized to delegate all or any of the powers herein conferred in such matters as it may deem fit.”

**By order of the Board,
For Golden Tobacco Limited**

**Place : Mumbai
Dated : Sep. 12, 2014**

**Manoj Kumar Srivastava
Company Secretary**

NOTE:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Shri S. Samdani (FCS 3677), Partner, Samdani Shah & Associates, Company Secretaries, Vadodara, Gujarat 390020, to act as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on September 12, 2014.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants

(DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.

5. The Voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on September 12, 2014.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
7. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they shall not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
8. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to share@goldentobacco.in or csmanoj@goldentobacco.in The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
9. The Postal Ballot Notice is also being published in the Business Standard and Lok Satta, Ahmedabad publication and the same has been uploaded on the Company's website viz., www.goldentobacco.in and www.cdslindia.com.
10. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the last date of receipt of postal Ballot.
11. The Voting Period begins on September 21, 2014, at 9.00 A.M and ends on October 20, 2014, 6.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
12. The instructions for members for voting electronically are as under :

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "GOLDEN TOBACCO LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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) <ul style="list-style-type: none">- 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 last 8 digits of the demat account/folio number in the PAN field.- In case the folio 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 folio number 100 then enter RA00000100 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. <ul style="list-style-type: none">- 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) **Click on the 140915067 EVSN for the relevant <Golden Tobacco Limited > on which you choose to vote.**

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September, 21, 2014 at 9.00 A.M. and ends on October, 20, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under helpdesk section or write an email to helpdesk.evoting@cdslindia.com.

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

The Members of the Company have by way of Postal Ballot concluded on 22nd March, 2011 granted its approval to the Board of Directors to inter-alia sell property admeasuring approximately 31,128.48 square meters situated at Village Vile Parle, S. V. Road, Vile Parle (West) Mumbai together with the structures standing thereon ("**the Property**") in favour of Sheth Developers Private Limited and Suraksha Realty Limited.

The Company has entered into a Memorandum of Understanding dated 26th December 2009 with Sheth Developers Private Limited and Suraksha Realty Limited for development of the Property. The Company has already received a sum of Rs.132 crores from Sheth Developers Private Limited and Suraksha Realty Limited consequent to execution of the said Memorandum of Understanding.

There are certain subsisting disputes and differences between the Company and Sheth Developers Private Limited and Suraksha Realty Limited.

In the meanwhile, Parmida Developers Limited ("**Parmida**") has expressed its desire to purchase the Property subject to Parmida dealing with the rights claimed by Sheth Developers Private Limited and Suraksha Realty Limited to the Property.

Pursuant to the Proposed Agreement to be executed between the Company and Parmida Developers Limited, the Company has agreed to sell the Property to Parmida for a sum of Rs.771 crores ("**the Purchase Consideration**") subject to Parmida dealing with the rights claimed by Sheth Developers Private Limited and Suraksha Realty Limited to the Property.

In terms of the proposed Agreements, Parmida has offered to settle a part of the liabilities of Income-tax authorities, to the extent of Rs. 210 crores or thereabouts and the liabilities of the excise department which are in the range of Rs.40 crores. These amounts have been agreed to be adjusted from the Purchase Consideration. Parmida has also agreed to deal with the rights claimed by Sheth Developers Limited and Suraksha Realty Limited to the Property.

As you may be aware, the Company had positive net worth for the financial year as at ending on 31st July March, 2007. However, increase in excise duty by five times in the union budget of 2008 on non filtered cigarettes inflicted big blow on the turnover of the Company resulting into losses from the financial year 2008-09 and onwards in Tobacco Division. The accumulated losses of the Company were Rs. 158.41 crores as per the Audited Balance Sheet for the year ended 31st March 2014. To meet the cash losses and the balance payment under sanctioned scheme 2002 (SS-02) the Company has borrowed the funds. The Company is bearing the heavy burden of interest and the liabilities are increased. Huge amount of loan causes heavy burden of interest and payment of liabilities. Hence, it has become expedient to bail out the Company from the heavy burden of liabilities.

The Company has been registered as a sick company and has submitted a scheme for rehabilitation before the Hon'ble BIFR. The Hon'ble BIFR has passed an order on February 7, 2012 to submit a Modified Draft Rehabilitation Scheme ("MDRS") to the Canara Bank, the Monitoring Agency on the basis of the order dated July 5, 2011 of the Delhi High Court. The BIFR has also issued the directions to maintain the "status-quo". The Central Excise Department and Income Tax Department have filled appeals before the Hon'ble AAIFR but no stay has been granted by Hon'ble AAIFR against BIFR order dated 07.02.2012 till date and the appeals are still pending before Hon'ble AAIFR.

The Income Tax Department has, in July, 2012, filed a Special Leave Petition before The Hon'ble Supreme Court being SLP No. 26747 seeking permission to recover the dues of contingent liabilities in pursuance of the sanctioned Scheme 2002 (SS-2) passed by the BIFR challenging the order dated August 16, 2011 of the Hon'ble Delhi High Court. By an Order dated August 31, 2012, the Hon'ble Supreme Court has directed the Company not to encumber or in any ways alienate the property.

The Company's Shareholders filed a Suit in a City Civil Court in Mumbai challenging the MOU entered by the Company with the developers namely Sheth Developers Limited and Suraksha Realty Limited. The Court vide its order passed on April 26, 2011 granted ad-interim Stay in respect of implementation of the said Memorandum of understanding.

Central Excise Department, Mumbai on March 9, 2011 has issued Demand Notice for Rs.127.80 crores by charging interest and penalty on the balance amount of Rs. 5.43 crores payable as per Sanctioned Scheme 2002. The Excise Department issued an order on April 13, 2011 for attachment of the Vile Parle property. The Hon'ble BIFR while disposing Misc. Application filed by the Company have passed orders dated October 3, 2013 and October 22, 2013 directing Excise Department to withdraw their aforesaid Demand Notice. Further, BIFR passed an order on February 5, 2014 directing the Central Excise Department, Mumbai to withdraw their attachment order immediately. The Central Excise Mumbai has filed appeals against the aforesaid both orders before Hon'ble AAIFR but no Stay has been granted by the Hon'ble AAIFR till date.

As per the provisions of Section 180(1)(a) and 110 of the Companies Act, 2013, read with Clause 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of a company shall not, without conducting Postal Ballot to seek the approval of the members of the Company by Special Resolution, sale or otherwise transfer the whole or substantially the whole of its undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially whole of any of such undertakings. The Company has by a Resolution of its Board of Directors dated September 24, 2008 already converted the Property to stock in trade and has been trying to sell the Property for a long time. The factory on the Property has been shifted to Vadodara, Gujarat The Property therefore does not form part of any Undertaking of the Company. However, in the present circumstances of the case since the Property is a substantial asset of the Company the Board of Directors by way of precaution recommended that the proposal for sale be

put forth before the shareholders. The Board of Directors recommends passing of the Special Resolution as set out in this Postal Ballot Notice.

A open offer for acquisition of 25% of the shares of the Company has been made by Mr. Pramod Jain and J.P. Financial Services Pvt. Ltd. ("**the Acquirers**") on November 12, 2009. In terms of said offer, the Acquirers were expected to send the Offer Letter to the Shareholders of the Company on December 24, 2009. The SEBI has vide its order dated April 6, 2012 not granted the approval for withdrawal of the Open Offer. Subsequent to that Mr. Pramod Jain filed an Appeal before the Hon'ble Securities Appellate Tribunal (SAT). On August 6, 2014 SAT has passed the order and rejected the appeal. Hence, it may be presumed that offer is still open within the meaning of Clause of 26(2) of the SEBI (Acquisition of Shares and Takeovers) Regulations, 2011. In the circumstances, the Company would require approval of Shareholders by way of Special Resolution by postal ballot for alienating any material asset whether by way of sale, lease, encumbrance or otherwise or entering into any agreement outside the ordinary course of the business. While the Directors believe that the sale of the Property is being conducted in the ordinary course of this business and therefore the approval of the shareholders is not necessary, the approval is being sought by way of abundant precaution. Your Directors recommend and seek your approval to the resolution as set out in item No. 1 of the accompanying notice by way of Special Resolution through Postal Ballot.

None of the directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of the shares of the Company held by them or their relatives or Companies of which they are directors or members.

**By order of the Board,
For Golden Tobacco Limited**

**Place : Mumbai
Dated : Sep. 12, 2014**

**Manoj Kumar Srivastava
Company Secretary**



GOLDEN TOBACCO LIMITED

Regd. Office : At Darjipura, Post Amaliyara, Vadodara - 390 022 Gujarat, India

Tel. (0265) 2540281 **Fax :** (0265) 2540281

Website : www.goldentobacco.in **E-mail :** share@goldentobacco.in

CIN - L16000GJ1955PLC067605

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

SERIAL NO.

- (1) **Name of Shareholder(s)** :
(Including joint holders, if any)
(in Block Letters)
- (2) **Registered Address of the
Sole/first named Shareholder(s)** :
- (3) **Registered Folio No./** :
DPID No*/Client ID No
(*applicable to investors holding
Shares in dematerialized form)
- (4) **No. of Equity Shares held** :

I/We hereby exercise my / our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 12th September, 2014 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick mark (✓) at the appropriate box below:

Description	No. of Shares voted	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution in respect of authority to the Board of Directors of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013, read with Regulation 26(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other provisions / laws applicable, if any to sell, or otherwise dispose of the property owned by the Company at S. V. Road, Vile Parle (West), Mumbai – 400056.			

Place:

Date:

(Signature of the Shareholder)

- Note : (i) Please select EVSN as 140915067 while casting your vote through electronic mode.
(ii) Last date for receipt of Postal Ballot by the Scrutinizer is 20th October, 2014 upto 6.00 P.M.
(iii) Please read carefully instructions printed overleaf before exercising the vote.

Instructions:

- (1) A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier or any other mode at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
- (2) This Form should be completed and signed by the Member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.
- (3) The consent must be accorded by placing a tick (✓) in the appropriate column.
- (4) Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before 6.00 p.m. on 20-10-2014. Postal Ballot Form received after the said date will be treated as if the reply from such Member(s) has not been received and shall not be counted for the purposes of passing of Resolutions.
- (5) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy can not sign the Postal Ballot Form on behalf of the shareholder.
- (6) A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at item 4 above.
- (7) Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (✓) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid.
- (8) The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
- (9) The voting rights shall be reckoned in proportion to a Member's share of the paid up Equity Share Capital of the Company.
- (10) Shareholders are requested not to send any other paper in the enclosed self addressed postage prepaid envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
- (11) There will be one postal ballot form for every folio / client ID, irrespective of joint holders.
- (12) A member need not put all his vote(s) nor does he need to vote all of them in the same way.
- (13) The result of the voting by Postal Ballot will be announced by the Managing Director or Company Secretary of the Company by 25-10-2014 at 6.00 P.M. at the Registered Office of the Company, situated at Darjipura, Post Amaliyara, Vadodara-390022. Gujarat.

LIZERS LIMITED

oad, Bangalore - 560 001

THIRTEEN THOUSAND NINE HUNDRED
UPPEES TEN) EACH ("EQUITY SHARES")
FROM THE PUBLIC SHAREHOLDERS OF
MIRER") TOGETHER WITH ZUARI AGRO
N, KINGFISHER FINVEST INDIA LIMITED
IN CONCERT (COLLECTIVELY, "PAC")

ance Private Limited and ICICI Securities
the Offer to the Shareholders of the Target
and Exchange Board of India (Substantial
in respect to an upward revision in the Offer
10 (Rupees Eighty One and Paise Sixty only)

Public Announcement filed on May 12, 2014
under 19, 2014 ("LOF") and the corrigendum

ing ascribed to such terms in the DPS and
the First Corrigendum was published.
information relating to the Offer.

Corrigendum, the Acquirer and the PAC have
Paise Fifty Five only) per Equity Share to
Offer Price") payable in cash for all the valid

shares are validly tendered and accepted in
entirety to be read to mean the Revised Offer Price.

Offer (assuming full acceptance) would be
the Seventeen Thousand Four Hundred and
Ten of 3,08,13,939 (three crore eight lakhs
nine thousand three hundred and thirty nine
("Revised Maximum Consideration").
Offer should accordingly be read to mean the

Offer within the specified timeframe of 10 (ten)
% per annum per Equity Share for the delay
in completion, it may be noted that an amount of
Rs. 10,00,00,000 and has also enhanced the cash
deposited in the Escrow Account is more than
the amount required for the Revised Maximum Consideration).
The Offer should accordingly be read to mean the

upward revision of Offer Price, the value of the
Escrow Account and Revised Interest Payable, the Acquirer
10,00,00,000 and has also enhanced the cash
deposited in the Escrow Account is more than
the amount required for the Revised Maximum Consideration).
The Offer should accordingly be read to mean the

First Corrigendum remain unchanged.
y for the information contained in the Second
Announcement in respect of this Offer.
the (www.sebi.gov.in).

ent for opening of the Offer shall be published
in newspapers in which the DPS was published.
Stock Exchanges and the Target Company at its

THE MANAGERS TO THE OFFER

curities

YES LIMITED

T. Parekh Marg, Churchgate,
20, India
88 2460; Fax: (+91 22) 2282 6580
mailto:info@icicisecurities.com
icicisecurities.com
Mr. Ayush Jain/Mr. Vishal Kanjani
Phone Number: INM000011179

PRESSMAN

Power Press Stamp to pay the amount of notice is hereby
given to the borrower/guarantor and the public in general that the undersigned has
taken Symbolic possession of the property described herein below in exercise of
the powers conferred on him under section 13(4) of the said act read with rule 8 of
the said rules on this 14th September, 2014.

The borrower/guarantor in particular and the public in general is hereby
cautioned not to deal with the property and any dealing with the said property will be
subject to the charge of Allahabad Bank Gandhinagar Branch, for an amount of
being Rs. 8,87,360/- (Rs. Six lac eighty seven thousand three hundred sixty only
only) as on 12.12.2013 and future interest and expenses thereon.

DESCRIPTION OF THE IMMOVABLE PROPERTY

All that piece and parcel of immovable constructed property in the name of Sh.
Ambalal Somabhai Prajapati, no. 1358, measuring 48.79 Sq. Mtrs at Prajapati
Vas, Village Uneva, Teh. & Distt. Gandhinagar within the State of Gujarat
Bounded: • North by: House belongings to Natwarbhai Keshab Das
• South by: House belongings to Kachrabhai Keshabhai
• East by: House belongings to Kachrabhai
• West by: Edge of the village

Date : 24.09.2014
Place : Gandhinagar

Sd/-
Authorized Officer,
Allahabad Bank



GOLDEN TOBACCO LIMITED

Regd. Office : At Darjipura, Post : Amaliyara,
Vadodara- 390022, Gujarat
Phone No.: 0265-2540281, Fax No.: 0265-2541025,
Website: www.goldentobacco.in, Email: share@goldentobacco.in,
CIN: L16000GU1955PLC067605

Notice

The Company proposes to authorize the Board of Directors of the Company to
sell or otherwise dispose of the undertaking(s) including property owned by
the Company at S.V. Road, Vile Parle (West) Mumbai pursuant to Section
180(1)(a) of the Companies Act, 2013 read with Regulation 26(2) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and other
provisions/laws applicable, if any.

The Company has initiated a process of postal ballot pursuant to Section 110
of the Companies Act, 2013 [including any statutory modification(s) or
re-enactment(s) thereof from time to time] ('the Act') to seek members'
consent for the purpose by Special Resolution and members are hereby
informed that the Company has completed dispatch of Postal Ballot Forms on
September 20, 2014.

The Board of Directors of the Company has appointed CS S. Samdani,
Practising Company Secretary, of M/s Samdani Shah & Associates, Vadodara,
Gujarat, 390020 as the Scrutinizer for conducting the Postal Ballot in a fair and
transparent manner.

The Members can exercise their votes either electronically or by way of Postal
Ballot Form.

Members may kindly note that the voting rights of the members shall be
reckoned on the paid up value of shares registered in the name of members
register on September 12, 2014 (closing of the business hours) which is the
Cut of Date fixed for the purpose of the postal ballot.

A Shareholder may request for a Duplicate Postal Ballot Form, if so required
may write to the Company or send email to share@goldentobacco.in. The
Company is also providing e-voting facility to all the member of the Company
for postal ballot. The voting through electronic mode begins from September
21, 2014 at 9.00 A.M. and ends on October 20, 2014 at 6.00 P.M. the last date
for receipt of postal ballot forms including duplicate postal ballot forms duly
completed and signed should reach on or before October 20, 2014 up to 6.00
P.M. at designated postal address specified in the self addressed and postage
prepaid reply envelop. The Postal Ballot Forms received after this date, will be
strictly treated as if reply from such Shareholders has not been received.

If you have any query or grievance in relation to voting by postal ballot or e-
voting, please contact Shri Manoj Kumar Srivastava, Company Secretary of
the Company at csmano@goldentobacco.in or contact
toll free No. 1800223951

By Order of the Board,
For Golden Tobacco Ltd.
Sd/-
Manoj Kumar Srivastava
Company Secretary

Date: 24.09.2014
Place: Vadodara

The time to invest now is through - UTI SIP

REGISTERED OFFICE: UTI Tower, 'Gn' Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051. Phone
022 - 66786666. For more information, please contact the nearest UTI Financial Centre or your AMFI/NRI
certified UTI Mutual Fund Independent Financial Advisor, for a copy of Statement of Additional Information
Scheme Information Document and Key Information Memorandum cum Application Form.
UTI-SIP is only an investment approach applied to various equity, debt and balanced schemes of UTI Mutual
Fund (UTI MF) and is not the name of a scheme / plan of UTI MF.

Mutual Fund investments are subject to market risks, read all scheme related documents carefully



MDI
GURGAON

Management
Development
Institute

ADMISSION INVITATION 2015

- Post-Graduate Programme in Management (PGPM)
 - Post-Graduate Programme in Human Resource Management (PGP-HRM)
 - Post-Graduate Programme in International Management (PGP-IM)
- Above programmes are beginning June 2015

Eligibility: Minimum of 3-year Bachelor's degree with atleast 60% marks or equivalent
CGPA in any discipline. Candidates completing all requirements for obtaining the
Bachelor's degree by 30 June 2015 can also apply subject to furnishing evidence to
that effect latest by 1 Oct. 2015.

All programmes are accredited by Association of MBAs (AMBA) UK,
SAQS and NBA and are approved by AICTE

MDI - Ranked Consistently amongst TOP B-schools in India



The first Indian B-School with Global Accreditation (AMBA, UK)

- 100% placement in national / international organisations
- 40 acres of lush green residential campus
- 76 nationally & internationally acclaimed full time faculty
- Largest international exchange program in India
- Two out of every five students complete a term abroad
- Continuous mentoring by industry professionals
- Largest School for Continuing Education in Management
- Strategically located in the corporate hub of India

Admission Procedure

- MDI uses CAT for short listing candidates for all the above programmes. IIMs have no role either in the selection process or in the conduct of the programme.
- Candidates have to appear for the Common Admission Test (CAT) to be conducted by the IIMs. Please refer <http://www.iimcat.ac.in>
- Foreign/NRI/PIO applicants can apply by submitting valid GMAT scores (taken not later than November 30, 2014). NRI applicants residing in India during the period of admissions process i.e. July-December 2014 will have to appear in CAT. GOI guidelines will be applicable in determining the NRI status of the applicant.
- Final selection process will consider performance in the CAT / GMAT and subsequent Group Discussion Written Analysis Test and Personal Interview.

MDI Information Brochure & Application Form

- Applicants can fill the application form online September 5, 2014 to November 14, 2014
- A payment of Rs.1800/- (Rs.6,000/- for Foreign PIO candidates) will have to be made through Debit Card / Internet Banking.
- Applicants can download soft copy of MDI Information Brochure from MDI website. Please visit www.mdi.ac.in for details.

Important Dates

Online Application Forms :
05 September - 14 November 2014

For further information, please contact Admissions Office, Management Development Institute
Mehrauli Road, Sukhrail, Gurgaon-122007, Haryana, INDIA
Phone: (+91 124) 4580000, 4580555, 4580666 Fax: (+91 124) 4560456 Email: admissions@mdi.ac.in
Website: www.mdi.ac.in

Business standard
at 26/9/2014

(૧) બેંકના માન્ય સાર સરખાવક મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger) થી ઇ-ઠરાવ દ્વારા વેચાણ કરાશે.

(૨) ઈ-ઠરાવ સંબંધિત ટેન્ડર દસ્તાવેજ ઓનલાઇન ઈ-ઠરાવ બીડ કોમ, ડેવેલોપમેન્ટ, ઓનલાઇન ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger)ની વેબસાઇટ <https://vijayabank.auctiontiger.com> પર અપલોડ થશે.

(૩) રસ ધરાવતા બીડરો પાસે માન્ય ડીપુટલ સર્ટી પ્રમાણપત્ર અને ઈ-મેલ સરનામું હોવું જોઈએ. મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger), અમદાવાદ. સંપર્ક નં. 079-4023 મો. 98799396111, 99783591888, ટુ, અંકિતા ગોહિલ, ઈમેલ : ankita.gohel@auctiontiger.net; support@auctiontiger.net નો સંપર્ક કરી શકાશે.

(૪) બીડ માન્ય પરદર્શનોએ જે ટેન્ડર દસ્તાવેજ આપેલ છે તે મુજબ ઓનલાઇન પોટેલ <https://vijayabank.auctiontiger.com> પર અપલોડ થશે.

(૫) ઈપોર્ટની અને અન્ય ડિપોઝિટ NEFT / RTGS દ્વારા એકાઉન્ટ નંબર 732700301000 અધિકૃત અધિકારી, એકાઉન્ટ મેનેજર માફતી વુડ પર્સન, વિજયા બેંક, સ્ટેશન રોડ શાખા શાખા, વડોદરા, અધિકૃત અધિકારી, એકાઉન્ટ મેસર્સ માફતી વુડ પર્સન, એકાઉન્ટ નં (ગુજરાત) ખાતે ચૂકવવાવાળી રીમિટ્ડ ડ્રફ્ટ કરવાશે.

(૬) ઈપોર્ટની વગરના બીડ સંબંધિત રીમિટ્ડ ડ્રફ્ટ કરવાશે.

(૭) આખી ઓફર/પ્રસ્તાવની નકલ જે બિડાડા સાથે ઓનલાઇન મોકલાય છે (સુટીઆર નંબર 005, સ્ટેશન રોડ શાખા, વડોદરામાં મોકલેલી અને તે સોફ્ટ કોપી ઈમેલ bar.station@vijayabank.com) ઓનલાઇન ઇ-ઠરાવ સિસ્ટમ જણાવેલ તારીખે યોગ્ય રામને સાધોશાસન કરવાશે.

(૮) ઇ-ઠરાવ/બીડિંગ ઈ-પ્રોક્યુરમેન્ટ મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger), પ્રક્રિયા મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger) દ્વારા યોજવામાં આવશે તેવા નક્કી કરેલ તારીખ અને સમયે ઈ-ઠરાવમાં ભાગ લેવા મુજબ નામ અને મારકેટ સાથે.

(૯) મિલકત તબીબાની કિંમત કરતા ઓછી કિંમતે વેચાણમાં આવશે નહિ. સફળ બિડરોએ તે મુલત જમા કરાવવાની રહેશે અને વેચાણ કિંમતની બાકી રહેલી રકમ કોઈપણ પ્રકારની નો વજા કરાવવાની રહેશે.

(૧૦) વેચાણ સ્ટીકિટ માં ખરીદદારના નામે જ ઇશ્યુ કરાશે જે સંપૂર્ણ વેચાણ કિંમતની ચૂકવણી પ્રસ્તાવ, કે પ્રત્યેક બીડ કોઈપણ કારણસર સીકરે કે અરહીદાર કરવાનો સુચન રાખવાનો કે રૂદ્ધ કરવાનો અનાધિત અધિકાર રાખે છે.

(૧૧) મિલકત “જે જે થયો છે અને જે છે તેમ” તથા ધરોળે વેચાણ કરાશે. ખરીદદારે કમનું વગરની બીડ કરતા પહેલા પોતાની બીડ તપાસ કરવાની રહેશે અને તે ખરીદદારની વેચાણ કરવાની બીડ કરતા પહેલા પોતાની બીડ/વેચાણ કિંમતની રજૂ કરવા ઇપોર્ટની બાક કરતા તરત જ NEFT/R ટ્રાફિક વુડ પર્સન, વિજયા બેંક, સ્ટેશન રોડ શાખા, વડોદરામાં એકાઉન્ટ નં. 732700301000 કરાવવાની રહેશે અને વેચાણ કિંમતની ૭૫% રકમ કોઈપણ પ્રકારની નોટિસ સિવાય હવે દર દર બિડરોએ આપવામાં જમા કરાવવાની રહેશે.

(૧૨) વેચાણ કિંમત કે તેના કોઈપણ ભાગની ચૂકવણીમાં ઉપર જણાવેલ સમગ્રગણમાં જે કિડ સાથે કેટલાં જમ્મ કરશે અને મિલકતનું ઇશ્યુ કરાવવા મુજબ વેચાણ કરવામાં આવશે.

(૧૩) સફળ ખરીદદારે પ્રત્યેક તારીખ જે જે પણ દસ્તાવેજની જેમ કે રજમ સુટી, લાન્ડાસની રજમ અને ગુજરાત સરકારના સુચન અનુસરતા જે પણ દસ્તાવેજ હોય તે બિડરોએ આપવાની રહેશે.

(૧૪) બેંકની શાખામાં હોય કે ન હોય તેવા કમન હાલના તથા ભવિષ્યમાં બોલારો સહિત મિલકત.

(૧૫) બધા મારકેટ / બિડરોનારો દવા, રેકાર્ડ, રજમ, એસેસમેન્ટ, ચાર્ટર્ડ, જે જે કોઈ રજમ હોય.

(૧૬) ઈ-ઠરાવમાં ભાગ લેવાર દરેક બાંકિંગ નેમ્/સેમના વજરી માન્ય મુક તેમની ઓળખ સંબંધ કરવાની રહેશે. બીડ વેબ પોર્ટલ અને વેબસાઇટ સરનામોની કોપી સ્કેન કરીને ઈ-ટેન્ડર, બીડિંગ માટે સમયે મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger) નો સંપર્ક કરી શકાશે.

(૧૭) આ ખરીદદાર દ્વારા સિક્કોહિટી ફરદારે રજમ કરવાની રહેશે. રજમ, ૨૦૦૨ માં રજમ કરેલ (૬) હેલ્ડન સાથે આપવામાં આવે છે.

(૧૮) વિજયા બેંક કે સવિલ પ્રોવાઇડર મેસર્સ ઈ-પ્રોક્યુરમેન્ટ ટેકનોલોજીસ લિ. (AuctionTiger) સેલેક્શન, ટેન્ડર ફેવીલર વગેરે માટે આપા કોમ સંબંધિત વેબસાઇટ રહેશે નહિ. આવી વિલેસ પાસે સલાહ તરીકે જે પણ જરૂરી હોય તેમની રહેશે.

મિલકતના બિડરોની સંખ્યા મિલકત / ઈ-ઠરાવ માટે રસ ધરાવતા બીડરો, સીનીયર શાખા મેં સર્કલ, સ્ટેશન રોડ, શાખાઓ, વડોદરા-૩૬૦૦૦૫ (ગુજરાત), ફોન : ૦૨૪૫-૨૩૨૪૨૬, ઈમેલ : આ ઓફિસ સમય દરમિયાન સંપર્ક કરવો.