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## NOTICE

**NOTICE** is hereby given that the **FIFTY- EIGHTH ANNUAL GENERAL MEETING** of the Members of **GOLDEN TOBACCO LIMITED** will be held on Monday, the September 22<sup>nd</sup>, 2014 at 12.30 P.M. at the Registered Office of the Company at Darjipura, Post-Amaliyara, Vadodara - 390022, Gujarat to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> 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:**

**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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri B. B. Merchant (DIN: 00300384), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is, hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the calendar year 2019."

4. **TO APPOINT SHRI V. K. BHANDARI (DIN: 00052716) AS AN INDEPENDENT DIRECTOR PURSUANT TO THE COMPANIES ACT,2013 :**

**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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri V. K. Bhandari (DIN: 00052716), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is, hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the calendar year 2019."

5. **AUTHORITY TO THE BOARD OF DIRECTORS TO EXERCISE BORROWING POWERS :**

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

**"RESOLVED THAT** in supersession of the Resolution passed at the fifty Third Annual General Meeting of the Company held on 15th September, 2009 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to such other approvals as may be necessary, consent of the members of the Company, be and is, hereby accorded to the Board of Directors of the Company to borrow moneys from time to time from any one or more of the Company's Bankers and/or from any one or more, individuals, other persons, Firms, Bodies Corporate, Financial Institutions, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Pension Funds, Trusts or such other bodies or entities, whether by way of cash credit, term loans, advances, deposits, loans or bill discounting, deferred payment guarantees, issue of debentures, external commercial borrowings or otherwise in any other mode or form; and whether unsecured, or secured by mortgage, charge, hypothecation, lien, or pledge of the Company's assets and properties and whether immovable or movable or stock-in-trade (including raw materials, spare parts and components in stock or in transit and work-in-progress) or by any kind of guarantees and all or any of the undertakings



of the Company, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crores Only) exclusive of interest, and that the Board of Directors, be and is, hereby further authorized to execute such debenture trust deeds and/or mortgage deeds, charge deeds of hypothecation, lien, promissory notes, deposits receipts, Guarantees / Assurance deeds and other deeds and instruments or writings containing such conditions and covenants, as the Board of Directors in its absolute discretion may think fit."

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is, hereby authorized to do all such acts, deeds, matters and things that may be necessary, desirable or expedient to give the effect of the resolution."

By order of the Board,  
**For GOLDEN TOBACCO LIMITED,**

**Manoj Kumar Srivastava**  
Company Secretary

Place : New Delhi  
Date : August 14, 2014

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on behalf of a member of the Company and that a proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share 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 person or shareholder.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s), are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting as no separate copy will be given in the Annual General Meeting.
6. 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.
7. 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 during business hours up to the date of the Annual General Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 18<sup>th</sup>, 2014 to Monday, September 22<sup>nd</sup>, 2014 (both days inclusive).
9. Members may note that all unpaid/unclaimed dividend up to 1993-94 declared by the Company has been transferred by it to the General Revenue Account of the Central Government. Unpaid dividend pertaining to the year 1994-95 is being paid as per schedule fixed by the Hon'ble Board for Industrial and Financial Reconstruction (BIFR) vide its order dated 16.12.2002.



10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Pvt. Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit to their Depository Participants with whom they are maintaining their demat Accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.
12. 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](http://www.goldentobacco.in) under the section ' Investor Relations.'
13. Members who hold share in physical form in multiple folios in identical names or joint holding in the same order of name are requested to send the share certificates to Link Intime India Pvt. Ltd. for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd. immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) particulars of their bank account maintained in India with complete name, branch, account type, account number, if not furnished earlier.
15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report , Notices, Circulars, etc. from the Company electronically.

**16. E-voting:**

Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act, the Company is pleased to provide E-voting facility through Central Depository Services Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 58<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 22<sup>nd</sup> September, 2014 (the AGM Notice). The Company has appointed Mr. Devesh A. Pathak, Practising Company Secretary or failing him Mr. Vimal N. Betai, Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 15-08-2014. The e-voting will commence at 9:00 AM on 16-09-2014 and will end at 6.00 PM on 18-09-2014. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**PROCEDURE FOR E- VOTING**

**A. Instructions for Demat folios:**

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- (i) Log on to the e-voting website [www.evotingindia.com](http://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](http://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	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.
<b>DOB/ Dividend Bank Details*</b>	Enter the date of birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the dividend bank detail as recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter Folio No. of shares held by you as on the cutoff date i.e. 22 <sup>nd</sup> August, 2014.

\*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

(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 140826049 (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](mailto: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](mailto: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.

B. 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 16-09-2014, 9:00 a.m. and ends on 18<sup>th</sup> September, 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 15<sup>th</sup> August, 2014, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**C. Other Instructions:**

- i. The e-voting period commences on Tuesday, 16-09-2014 (9:00 a.m. IST) and ends on Thursday, 18-09-2014 (6:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 15<sup>th</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **15-08-2014**.
- iii. Mr. Devesh A Pathak, Practising Company Secretary (Membership No. FCS 4559), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director or authorised person of the Company.  
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.goldentobacco.in](http://www.goldentobacco.in) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the 58<sup>th</sup> AGM of the Company on 22<sup>nd</sup> September, 2014 and communicated to the stock exchanges, where the shares of the Company are listed.

**BREIF RESUME OF DIRECTORS SEEKING ELECTION/RE-ELECTION AT THIS ANNUAL GENERAL MEETING:**

Name	Shri V. K. Bhandari	Shri B.B.Merchant
Date of Birth & Age	14.09.1943 71 years	24.06.1948 66 years
Date of Appointment	31.07.2009	26.07.2002
Qualifications	F.C.A	B.A.(H),LL.M.
No. of Shares held	80	100
Experience	He has over more than 43 years of experience in the field of Banking & Finance, Audit and was with Central Bank of India from 1971 to 2003. He retired as General Manager on October 31 <sup>st</sup> , 2003. Since then he is Practising Chartered Accountant.	He is a Practising Advocate and was admitted in the Bar Council of Maharashtra in May, 1970. From November, 1972 onwards, he became a Solicitor and was then appointed as Attorney. Presently, he is a Sole Proprietor of the firm M/s Thakrdas and Madgavkar, Advocates & solicitors, one of the largest legal firms in India and is actively involved in conducting arbitration, commercial litigation and attending corporate and property matters. He is a member of the Bombay Incorporated Law Society.
\$ Directorship in other public companies	Jayant Agro-organics Ltd. HSIL Ltd. Supreme Smelters Ltd. Capital Local Area Bank Ltd. Gurunanak Enterprises Ltd. Kopran Ltd. Khanna Paper Mills Ltd. Midland microfin Ltd.	Maneesh Pharmaceuales Ltd. Crest Inimation Ltd.
@Chairmanship/membership of committees	Nil	Nil

\$ Directorship in private companies, foreign companies and associations are excluded.

@ Represents Membership/Chairmanships of Audit Committee and Shareholders'/Investors' Grievance Committee only.



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## ANNEXURE TO NOTICE

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, TO THE ACCOMPANYING NOTICE DATED AUGUST 14, 2014:

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

#### **ITEM NO. 3 & 4 :**

#### **Shri V.K.Bhandari and Shri B.B.Merchant are Independent Directors of the Company .**

Section 149 of the Companies Act, 2013 inter-alia stipulates that an independent director can hold office for a term upto five consecutive years on the Board of a Company and he shall not be included in the total numbers of directors liable to retirement by rotation.

The Company has received a declaration each from Shri V.K.Bhandari and Shri B.B.Merchant to the effect that they meet the criteria of independence as prescribed both under Clause 49 of the Listing Agreement and under section 149(6) of the Companies Act, 2013. They possess appropriate skills, experience and knowledge, inter-alia in the field of banking and finance. In the opinion of the Board, Shri V.K.Bhandari and Shri B.B.Merchant fulfil conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri V.K.Bhandari and Shri B.B.Merchant are independent of the Management.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Shri V.K.Bhandari and Shri B.B.Merchant are appointed as independent Directors of the Company.

Documents referred in the resolutions will be available to the shareholders for inspection between 11 a.m. to 1 p.m. on all working days (except Saturdays and Sundays) at the registered office of the Company upto the date of the meeting.

Your Directors recommend and seek your approval to the resolutions as set out in item no.3 & 4 of the accompanying notice by way of Ordinary Resolution.

Neither any Director/Key Managerial Personnel nor their relatives, except Shri V.K.Bhandari and Shri B.B.Merchant in their respective resolution, shall be deemed to be concerned or interested financially or otherwise in the resolutions.

#### **ITEM NO. 5**

In compliance with General Circular No.04/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs as also provisions of Section 180(1)(c) of the Companies Act, 2013 and in supersession of the resolution passed at the fifty Third Annual General Meeting of the Company held on September 15, 2009, it is proposed to authorise the Board of Directors of the Company to borrow moneys (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) including existing borrowings in excess of the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose but not exceeding ` 500 crores (rupees five hundred crores only) from lenders and others as stated in the said resolution.

Documents referred in the resolution will be available to the shareholders for inspection between 11 a.m. to 1 p.m. on all working days(except Saturdays and Sundays) at the registered office of the Company up to the date of the meeting.

Your Directors recommend and seek approval to the resolution as set out in item no.5 of the accompanying notice by way of special Resolution.

Neither any of the Directors/ Key Managerial Personnel nor their relatives shall be deemed to be concerned or interested, financially or otherwise, in this resolution.

By order of the Board,  
For GOLDEN TOBACCO LIMITED,

**Manoj Kumar Srivastava**  
Company Secretary

Place : New Delhi  
Date : August 14, 2014  
**Registered Office:**  
At Darjipura, Post-Amaliyara,  
Vadodara, Gujarat- 390022,