



Golden Tobacco Limited

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

Manufacturers of Quality Cigarettes / Cigars

TUVNORD

May 16, 2018

GTL/SE/SEC/2018-19

| | |
|--|---|
| To, The Manager, Corporate Relations Deptt. BSE Ltd. P.J. Towers, Dalal Street, MUMBAI-400001 Scrip Code:151 | To, The Secretary, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra (East) MUMBAI - 400 051 Scrip Code: 5251 |
|--|---|

Sub: Submission of the Hon'ble NCLT Kolkata Order dated May 14, 2018 :

Ref: our letter dated April 27, 2018 and NCLT Kolkata order dated April 26, 2018:

Dear Sir/Madam,

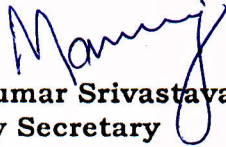
Pursuant to Regulation 30 of the Listing Regulations, 2015 and in continuation of our letter dated April 27, 2018, we would like to submit that the Hon'ble National Company Law Tribunal (NCLT) Kolkatta bench has passed the order on May 14, 2018 in the Company's petition No. 543/KB/2018 in the matter of J.P. Financial Services Ltd. (JPFSL)

The copy of the said order dated May 14, 2018 is enclosed herewith which is self explanatory.

Kindly take same on record and to the needful.

Thanking You,

**Your's Faithfully,
For GOLDEN TOBACCO LTD.**


**Manoj Kumar Srivastava
Company Secretary
(FCS- 7460)**



Copy to
Chairman,
Securities and Exchange Board of India
SEBI Bhavan, C4-A, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Encl: Copy of the NCLT order dayed May 14, 2018

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 **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

BENCH-I


NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA

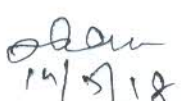
C.P.No.543/KB/2018
I.A.No.423/KB/2018

Present:1. Hon'ble Member (J) Shri Jinan K.R
2. Hon'ble Member (J) Shri M. B Gosavi

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 14th May 2018, 10.30 A.M

| Name of the Company | Golden Tobacco Ltd-Vs-J P Financial Services Pvt.Ltd. | | |
|---------------------|--|------------------------|---------------------|
| Under Section | 216 | | |
| Sl. No. | Name & Designation of Authorized Representative (IN CAPITAL LETTERS) | Appearing on behalf of | Signature with date |

| | | | |
|----|---------------------------------|--------------------------------------|---|
| 1. | Mr. Ratnan Po Borejee, Sr. Adv. | } Applicant in I.A. No. 423/KB/18 | }  14/5/18 |
| 2. | Mr. Shounak Mitra | | |
| 3. | Mr. Aniket Agarwal | | |
| 4. | Mr. Sachin Shukla | | |

| | | | |
|----|-----------------------------|--------------|--|
| 1. | Mr. Jishnu Choudhary Adv | } Petitioner | }  14/5/18 |
| 2. | Mr. Swarna Choudhary Adv | | |
| 3. | Mr. Ch Mahan Ran Gouder Adv | | |

ORDER

Shri M. B. Gosavi, Member (J):

On 26.04.2018, the main C.P. no.543/KB/2018 was mentioned before us for some ad-interim relief. It was mainly argued before us that in pursuant to the orders passed by the SEBI, SAT and the Hon'ble Apex Court, the respondent company, i.e. J.P. Financial Services Pvt. Ltd., which was reluctant to acquire the shares of the petitioner company in 2009, now has shown interest of acquiring the shares. It is alleged that the money sought to be invested for acquiring shares are being invested by some Shell companies. The transaction appears to be doubtful. There is somebody behind the screen who wanted to acquire the shares of the petitioner

Sd

Sd

through respondent company and such allegations are required thorough investigation.

Considering the gravity of allegations, we pass the ad-interim orders directing to maintain *status quo* in respect of petitioner's fixed assets and shares till next date i.e. 17.05.2018.

Today, the respondent appeared before us with I.A. No.423/KB/2018 and requested to vacate the above order.

We heard the Ld. Sr. Counsel, Mr. Ratnanko Banerjee for the Respondent/Applicant and Mr. Jishnu Choudhury, Advocate for the Petitioner/Respondent.

We perused the records. It is seen that the Hon'ble Supreme Court in order dated 07.11.2016 observed that, "thus there is no justification for automatic withdrawal from public offer without clear prejudice to the acquirer to the extent of rendering the carrying out of public offer impossible". The respondent filed review petition bearing no.78/2017. However, it was dismissed by the Hon'ble Apex Court by order dated 01.02.2017. Thereafter, SEBI published dates of complying certain steps towards sale of shares as per open offer. 16.05.2018 is the date fixed for closing the offer.

Ld. Sr. Counsel Mr. Banerjee submitted that if the offer is not accepted by the respondent company, the same would be amounting to the contempt of the order of the Hon'ble Supreme Court. The respondent has to submit its offer. As against this, the Ld. Advocate Mr. Choudhury for the petitioner submitted that the company which was reluctant to accept the offer till February 17, 2018, all of a sudden, swung into action to acquire shares, it is surprising. Investigation is required as to who is behind this transaction.

At this stage, we are not entering into that controversy. We observe that let SEBI to proceed with its programme relating to the open offer. However, any

Sd

Sd

outcome of that proceedings shall be subject to decision in IA No.423/KB/2018 and C.P. No.543/KB/2018. The parties are to file affidavit-in-reply and rejoinder against pleadings of each other.

List the I.A. No.423/KB/2018 for further hearing along with C.P. No.543/KB/2018.

Sd

(Jinan K.R.)
Member (Judicial)

Sd

(M.B. Gosavi)
Member (Judicial)

Signed on this, the 14th day of May, 2018.

(index.aspx) **Scrip Code** :500151

Scrip Name :GOLDEN TOBACCO LTD.

ISIN :INE973A01010

Welcome 975 | Logout

Compliance Module (Compliance_Signed.aspx) | Listing Module (Issue_Create.aspx) | Change Password (changepassword.aspx) | Corporate Announcement (CorporateRedirect.aspx)^{New} | Listing Fee Bills (alf_bills.aspx)^{New} | Market Intelligence (GetQuote/index.aspx) | Circulars (circulars.aspx)^{New} | Investor Complaints (InvComplaints.aspx) | XBRL (xbrl.aspx) | GST Preparedness (http://listing.bseindia.com/download/InitialLetter_Listing.pdf) | Sustainability Officer Details (SustainabilityOfficer_Details.aspx) | CGS Tool | Company Registration (RegistrationForCA.aspx)^{New} | GST^{New} (gst.aspx) | BSE's International Convention Hall (aboutConvHall.aspx)^{New} | Paid Up Capital Tab (FullPaid.aspx)

User Manual

(http://listing.bseindia.com/download/HelpManual.zip) | Help Desk (helpdesk.aspx?id=500151)

Annual Disclosure under SEBI(SAST) Regulations, 2011 has to be forwarded only to corp.relations@bseindia.com

W.e.f. April 05, 2018 PDF documents submitted would be checked whether it is in Machine Readable /Searchable Format or not and PDF documents not in Machine Readable / Searchable Format would not be accepted. Kindly refer Exchange Circular LIST/COMP/01/2018-19 dated April 03, 2018 in this matter for further details

(https://www.bseindia.com/corporates/Displaydata.aspx?Id=35043bbf-99e2-

4fee-b037-ec498d3ad10&Page=cir)

Corporate Announcements

| Ann Id | Subject | Category / Sub Category | Description | Status | Uploaded Date | Approve / Reject Date | Officer Name | Designation | Remarks | BSE Website Link |
|------------------------|---|---|--|-----------|---------------------|-----------------------|-----------------------|--|---------|----------------------|
| 304572 | Submission Of The Hon'Ble NCLT Kolkata Order Dated May 14, 2018 | Announcement under Regulation 30 (LODR) | General | Submitted | 16/05/2018 18:48:07 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 296499 | Interim Order Of Hon'Ble NCLT, Kolkatta Bench In Respect Of Petition Made By The Company, Against J.P.Financial Services Pvt. Ltd ("The PAC Of Open Offer") Pursuant To Section 216 Of The Companies Act, 2013. | Announcement under Regulation 30 (LODR) | General | Submitted | 28/04/2018 14:09:30 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 296183 | Submission Of A Copy Of The Written Reasoned Recommendations On The Open Offer To The Shareholders Of Target Company By The Committee Of Independent Directors Pursuant To Regulation 26(7) Of SAST. | Announcement under Regulation 30 (LODR) | General | Submitted | 27/04/2018 18:08:59 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 294239 | Revised Letter Under Regulation 30 Of SEBI (LODR) Regulations, 2015 | Announcement under Regulation 30 (LODR) | General | Submitted | 24/04/2018 17:39:51 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 293508 | Company Update Under Regulation 30 Of SEBI (LODR) Regulations, 2015: | Announcement under Regulation 30 (LODR) | General | Submitted | 23/04/2018 16:50:28 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 288807 | Compliance Certificate Under Regulation 40 (9) Of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 : | Compliances | Reg. 40 (10) - PCS Certificate for Transfer / Transmission / Transposition | Submitted | 16/04/2018 17:03:55 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 287294 | Statement Of Investor Complaints For The Quarter Ended March 2018 | Compliances | Reg. 13(3) – Statement of Investor Complaints | Submitted | 13/04/2018 17:00:04 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |
| 280889 | Compliance Certificate U/R 7(3) Of SEBI (LODR) Regulation, 2015 | Compliances | Reg. 7(3) – Compliance Certificate (RTA & Compliance Officer) | Submitted | 06/04/2018 15:35:22 | - | ManojKumar Srivastava | Company Secretary & Compliance Officer | | view |



Date of Download 16-May-2018

NSE Acknowledgement

| | |
|-------------------------------|-------------------------|
| Symbol:- | GOLDENTOBC |
| Name of the Company: - | Golden Tobacco Limited |
| Submission Type:- | Announcements |
| Short Description:- | Updates |
| Date of Submission:- | 16-May-2018 06:56:07 PM |
| NEAPS App. No:- | 2018/May/3696/3793 |

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.