



# Golden Tobacco Limited

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

**Manufacturers of Quality Cigarettes / Cigars**

(1)

1 of 2



October 27, 2014

To,

Manager,  
Corporate Relations Department,  
Bombay Stock Exchange,  
14<sup>th</sup> 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

Central Depository Services ( India) Limited ( CDSL)  
17<sup>th</sup> Floor P.J.House  
Dalal Street, Fort,  
MUMBAI-400001

Dear Sir,

**Sub: Result of postal ballot (including e-voting) conducted pursuant to section 110 read with Section 108 of the Companies Act, 2013 and in compliance of Clause 35 B of the Listing Agreement :**

**Ref: Resolution pursuant to section 180(1)(a) of the Companies Act, 2013:**

Please refer our letter dtd. September 26, 2014 regarding the intimation for seeking approval of members of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 in respect of authority to the Board of Directors for sale of Vile Parle property of the Company through postal ballot pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22 of the Companies(Management and Administration) Rules, 2014 as also clause 35 of the Listing Agreement.

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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

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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

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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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(2)



The Company had offered e-voting facility through CDSL to all the members of the Company in compliance with the aforesaid provisions of the Companies Act, 2013 and Clause 35 B of the revised Listing Agreement to enable them to cast their vote electronically from September, 21, 2014 at 9.00.A.M. to October 20, 2014 up to 6.00 P.M.

To oversee the E-voting process and postal ballot, the Board of Directors of the Company had appointed Mr. S. Samdani ( FCS 3677) , a practicing Company Secretary in Vadodara, Gujarat as the scrutinizer.

Mr. S. Samdani had scrutinized the votes cast through e-voting and postal ballot and combined the votes cast under both method and submitted his report to the Company. The results of e-voting and postal ballot was announced by the Company Secretary on October 27, 2014 as are under :

Sl. No.	Particulars	No. of Ballots	No. of Votes	%
1	Ballot received	218	10720824	
2	Less :invalid Ballots	27	311133	
3	Valid Ballots	191	10409691	100%
4	Ballots in favour	137	7105058	68.25%
5	Ballots in Against	54	3304633	31.75%

Accordingly, we hereby report that the aforesaid resolution has not been carried with requisite majority. It may be mentioned that the said resolution although strictly may not be necessary was proposed by way of abundant precaution as mentioned in the explanatory statement to the notice dated September 12, 2014.

By order of the Board  
For Golden Tobacco Limited,  
*Manoj*  
Manoj Kumar Srivastava  
Company Secretary



Place: Vadodara  
Date: 27.10.2014

Encl;

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**The Board of Directors****Golden Tobacco Limited****At Darjipura, Post - Amaliyara – 390 022,****District: Vadodara,****Gujarat.**

Dear Sirs,

**Sub: Scrutinizers' Report**

1. The Board of Directors of the Company, by passing a Board Resolution on 12<sup>th</sup> September, 2014, has appointed us as the Scrutinizers to receive, process and scrutinize the Postal Ballot voting process conducted through postal ballot papers as well as e-voting facilities in terms of Section 110 of the Companies Act, 2013 read with Rules 22 of The Companies (Management and Administration) Rules, 2014 and pursuant to SEBI guidelines, in respect of the Special Resolution as circulated in Notice dated 12<sup>th</sup> September, 2014 for the following purpose;

(a) 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.

2. We submit our report as under:

2.1 The Company has completed the dispatch of Notice along with the Postal Ballot Forms and business reply pre paid envelopes to its Members whose name(s) appeared on the Register of Members as on 12<sup>th</sup> September, 2014.

2.2 Particulars of all the postal ballot forms received from members and the votes casted by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

2.3 The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company and were sent to us for scrutiny from time to time and some sealed postal ballot Forms were received by us from shareholders at our office and kept with us under safe custody.

2.4 The results of the evoting were downloaded on 20<sup>th</sup> October, 2014, at 6.15 p.m. from the website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)) after the end of the prescribed period of evoting i.e. 20<sup>th</sup> October, 2014 (6.00 p.m.).

2.5 Envelopes containing Postal Ballot Forms received after 20<sup>th</sup> October, 2014 (6.00 p.m.) were not considered for our scrutiny.



- 2.6 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 20<sup>th</sup> October, 2014 after 6.00 p.m. in our presence and scrutinized by us and the shareholding was matched/confirmed with the Register of Members of the Company as on 12<sup>th</sup> September, 2014.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 We have not found any defaced/mutilated Postal Ballot Form.
3. A summary of the results of the Postal Ballot forms is as below:

**Resolution to Notice issued on 12<sup>th</sup> September, 2014**

**3.1 Details of Postal Ballot Forms received:**

Particulars	No. of physical Postal ballot Forms received	No. of Equity Shares. (Votes)
Total Number of Postal Ballot Forms received	<b>110</b>	<b>13,11,807</b>
<u>Less</u> : Total Number of Invalid Postal Ballot Forms	<b>27</b>	<b>3,11,133</b>
<b>Total No. of Valid Postal Ballots</b>	<b>83</b>	<b>10,00,674</b>

Particulars	Valid Postal Ballot	No. of Equity shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots received	<b>83</b>	<b>10,00,674</b>	<b>100%</b>
<u>Assented to Resolution</u>	<b>82</b>	<b>9,97,479</b>	<b>99.68%</b>
<u>Dissented to Resolution</u>	<b>1</b>	<b>3,195</b>	<b>00.32%</b>

**3.2 Details of Voting by Electronic Mode, as received from the CDSL is as follows:**

Particulars	No. of Members who cast Electronically	No. of Equity Shares. (Votes)
Total Votes received by electronic mode	<b>108</b>	<b>94,09,017</b>
<u>Less</u> : Total Number of Invalid Votes	<b>0</b>	<b>0</b>
<b>Total No. of Valid Votes</b>	<b>108</b>	<b>94,09,017</b>

Particulars	Valid Electronic Voting	No. of Equity shares. (Votes)	% of Valid Votes received
Total Valid E-Voting	<b>108</b>	<b>94,09,017</b>	<b>100%</b>



<b><u>Assented to Resolution</u></b>	<b>55</b>	<b>61,07,579</b>	<b>64.91%</b>
<b><u>Dissented to Resolution</u></b>	<b>53</b>	<b>33,01,438</b>	<b>35.09%</b>

### 3.3 Details of Voting:

Particulars	Aggregate of Physical Ballot Forms & Electronic voting	No. of Equity shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots/Votes received	<b>191</b>	<b>1,04,09,691</b>	<b>100%</b>
<b><u>Assented to Resolution</u></b>	<b>137</b>	<b>71,05,058</b>	<b>68.25%</b>
<b><u>Dissented to Resolution</u></b>	<b>54</b>	<b>33,04,633</b>	<b>31.75%</b>

4. We have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Manoj Kumar Srivastava, Company Secretary who was authorized by the Board to supervise the postal ballot process.
5. We report that the aforesaid resolution is not carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,

  
  
**S. Samdani**  
**Partner**  
**Samdani Shah & Asso.**  
**Company Secretaries**  
**Vadodara**  
**COP# 2863**  
**Membership # F3677**

Date: 23.10.2014

Place: Vadodara