

**12TH ANNUAL REPORT
2019-2020**

TAMBOLI CAPITAL LIMITED

ABOUT TAMBOLI CAPITAL LIMITED

Tamboli Capital Limited (TCAP) is the principal holding Company of the group. It holds 100% equity shares in its wholly owned subsidiary, Tamboli Castings Limited (TCL). The Company has other business segments also viz., financial investments and trading activities. TCAP was incorporated in the year 2008 and listed on BSE Ltd. on 15th March 2010 under scrip code 533170.

Promoters of the Company have rich experience in manufacturing of engineering goods, which augurs well for the Company. The Company is driven by technology endeavors, superior corporate governance norms, empowered people and prudent financial management.

TCAP and its subsidiary TCL highlight the Company's expertise in high technology manufacturing. The Company is located in Bhavnagar, Gujarat. Please visit our website for more information: www.tambolicapital.in

TAMBOLI CAPITAL LIMITED

(TCAP)

BOARD OF DIRECTORS : Mr. Vaibhav B. Tamboli Chairman, CEO & Whole Time Director
Dr. Abhinandan K. Jain Director
Mrs. Neha R. Gada Director
Mr. Anand B. Shah Director

BANKERS : State Bank of India
Neelambaug Branch,
Bhavnagar, Gujarat

AUDITORS : P A R K & Company
Chartered Accountants
Bhavnagar

REGISTERED OFFICE : Mahavir Palace, 8-A
Kalubha Road,
Bhavnagar
Gujarat 364 002.
Telephone (91) 8866541222
Fax (91) (278) 252 0064
E-Mail direct1@tambolicapital.in
Website www.tambolicapital.in

CIN : L65993GJ2008PLC053613

GST Registration No. : 24AACCT9151G1ZD

ISIN : INE864J01012

BSE Scrip Code : 533170

Bloomberg Code : TAMB:IN

REGISTRAR & TRANSFER AGENT : MCS Share Transfer Agent Ltd
201, 2nd Floor, Shatdal Complex,
Opp. Bata Show Room, Ashram Road
Ahmedabad 380 009
Telephone (91) (079) 2658 0461
Fax (91) (079) 2658 1296
E-Mail mcsahmd@gmail.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON THURSDAY 24TH DAY OF SEPTEMBER 2020 at 4:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the standalone financial statements and consolidated financial statements of the Company for the financial year ended on March 31, 2020, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend for the Financial Year 2019-2020.
3. To appoint a Director in place of Mr. Vaibhav B. Tamboli (DIN: 00146081), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

Ordinary Resolution:

4. **Appointment of Mr. Anand Bharatkumar Shah (DIN: 00509866) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, and 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) Mr. Anand Bharatkumar Shah (DIN: 00509866), who was appointed as an Additional Independent Director by the Board of Directors on 9th May 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee under Section 160(1) of the Companies Act, 2013 proposing his candidature for office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years i.e. up to 08.05.2025."

5. **Increase in Authorised Share Capital and alteration of Memorandum of Association.**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of face value ₹ 10 (Rupees Ten only) to ₹ 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of face value ₹ 10 (Rupees Ten only) and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered and substituted by the following new Clause:

V: The Authorised Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of face value ₹ 10 (Rupees Ten only), with the power of the Board to increase, reduce or modify the capital and to divide all or any of the shares in the Capital of the Company, for the time being, and to classify, reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps as it may deem necessary, proper or expedient to give effect to this resolution."

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: June 13, 2020
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OVAM without physical presence of the members at a common venue. In compliance of the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating through VC/OAVM is annexed herewith and available at the Company's website
3. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
4. Members who would like to express their views and ask questions during the AGM may send their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio No, PAN, Mobile number at direct1@tambolicapital.in from September 19, 2020 (9.00 A.M. IST) to September 21, 2020 (5.00 P.M. IST).
5. In terms of Section 152 of the Companies Act, 2013, Mr. Vaibhav B. Tamboli (DIN: 00146081), Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scan copy (PDF/JPG format) relevant Board Resolution/Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at its Registered e-mail address: ashish@ravics.com.
8. 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 at the Meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 12.09.2020 (Saturday) to 18.09.2020 (Friday) (both days inclusive).
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
12. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Company. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
13. As per the provision of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to able to freely transfer them and participate in various corporate actions, if any.
14. Members desiring any information pursuant to any item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the AGM, through e-mail on: direct1@tambolicapital.in. The same will be replied by the Company suitably.

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15. Pursuant to Section 124 & 125 of the Companies Act, 2013 (Corresponding Section 205A(5) and 205C of the Companies Act, 1956), the amount of dividend not enclosed or claimed within 7 (seven) years from the date of its transfer to unpaid dividend account, will be transferred to Investor Education and Protection Fund (IEPF), established by the Government. Accordingly, the Company has transferred unpaid/unclaimed dividend upto F.Y. 2011-2012 to the IEPF fund during the year.

Financial year wise list of unpaid/unclaimed dividend is uploaded on the website of the Company. Unclaimed/unpaid dividend for the F.Y. 2012-2013 is due for transfer to IEPF fund in the month of October 2020, members are requested to claim it before due date. In terms of provision of Section 124 of the Companies Act, 2013 (corresponding Section 205C of the Companies Act, 1956), no claim shall lie against the Company or IEPF after the said transfer.

Following are the information related to financial year wise unpaid/unclaimed dividends

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP fund
2012-2013	10.08.2013	15.09.2020	14.10.2020
2013-2014	11.08.2014	16.09.2021	15.10.2021
2014-2015	12.08.2015	18.09.2022	17.10.2022
2015-2016	01.07.2016	14.08.2023	13.09.2023
2016-2017	08.08.2017	21.09.2024	20.10.2024
2017-2018	13.08.2018	26.09.2025	25.10.2025
2018-2019	08.08.2019	23.09.2026	22.10.2026

Adhering to the requirements of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the F.Y. 2019-2020, transferred shares in respect to which dividend remained unpaid/unclaimed for 7(seven) years to IEPF Authority. Details of shares transferred to IEPF authority are available on website of the Company. The same is also been uploaded on IEPF Authority website: www.iepf.gov.in.

The members, whose shares and/or have been transferred to IEPF, may claim the same by making an application to IEPF Authority in Form IEPF-5, the form is available on the website www.iepf.gov.in. Members to send Form IEPF-5 to the Company in physical along with the requisite documents enumerated in the form. Members can file only one consolidated claim in a financial year as per the IEPF rules.

16. Dividend, if declared at the Annual General meeting, will be subject to deduction of tax at source and payable to the members whose names appear on the Company's Register of Members as on the close of the day before start of the Book Closure date and to those members who hold the shares in demat form as per the record of Depositories, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), as on the close of the day before start of Book Closure date from 12.09.2020 (Saturday) to 18.09.2020 (Friday) both days inclusive.
17. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any electronic mode of payment approved by Reserve Bank of India for making payments to members. Accordingly, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payment is made through electronic mode, intimation regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through electronic mode, the same will be paid by warrants/demand drafts. Members holding shares in physical form may send their ECS mandate form duly filled in to the Company or its R&TA to receive dividend in ECS. ECS mandate form is enclosed as (Annexure A) for immediate use of members.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, for prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (TCAP) (in case of shares held in physical mode) and depositories (in case shares held in electronic mode)

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction at source by email to: direct1@tambolicapital.in on or before 12/09/2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%

Non-resident shareholder can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Registry Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to: direct1@tambolicapital.in. The aforesaid declarations and documents needs to be submitted by the shareholders on or before 12-09-2020.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their Depository Participant. Members holding shares in physical form are requested to submit their PAN details to the Company or Registrar & Transfer Agent, M/s MCS Share Transfer Agent Limited.
20. Since the AGM will be held through VC/OVAM, the Route Map is not annexed in this notice.
21. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Instructions for e-voting and joining the AGM are as follows:

A Voting through electronic means:

- i In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL). The instructions for e-voting are given herein below.
- ii The voting period begins on **Saturday 20.09.2020 at 09.00 a.m. and ends on Wednesday 23.09.2020 at 5.00 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 Thursday 17.09.2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members, who will be present in AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii The Board of Directors of the Company has appointed Mr. Ashish Shah, a Practicing Company Secretary, (Membership No. 5974) Proprietor of Ashish Shah & Associates, Ahmedabad as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- iv The members, who have cast their vote by remote e-voting prior to the AGM also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- v Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday 17.09.2020.
- vi Any person, who acquires shares of the Company and becomes a members of the Company after sending of the Notice and holding shares as of the cut-off-date, may obtain login ID and password by sending a request at e-voting@nsdl.co.in
- vii The details of the process and manner for remote e-voting are explained herein below:

- (ii) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashish@ravics.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B Instruction for members for attending the AGM through VC/OAVM are as under

- 1 Members will be able to attend/participate the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the user ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

- 2 Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis.
 - 3 Members who need assistant before or during the AGM can contact NSDL on evoting@nsdl.co.in/1800-222-990.
 - 4 Members who would like to express their views and ask questions during the AGM may send their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio No, PAN, Mobile number at direct1@tambolicapital.in from September 19, 2020 (9.00 A.M. IST) to September 21, 2020 (5.00 P.M. IST).
23. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
 24. The Results declared along with the Scrutinizer's Report shall be placed on Company's website www.tambolicapital.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the result to BSE limited, where the shares of the Company are listed.
 - 25 The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant. Members who have not registered their email addresses with the Company can get the same registered with the Company by requesting by sending email to mcsahmd@gmail.com.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: June 13, 2020

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

EXPLANATORY STATEMENT

Explanatory Statement pursuant to section 102 of the Company Act, 2013 relating to the special business set out in the accompanying notice.

Item No.4

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Mr. Anand Bharatkumar Shah was appointed as an Additional Independent Director w.e.f. 9th May, 2020 by the Board of Directors of the Company. Mr. Anand Bharatkumar Shah holds office upto the conclusion of the date of this Annual General Meeting.

Keeping in view his experience and knowledge and upon receipt of recommendation of Nomination and Remuneration Committee in terms of Section 160(1) of the Companies Act, 2013 recommending his candidature for the office of Independent Director, the Board recommends the appointment of Mr. Anand Bharatkumar Shah as an Independent Director for a period of 5 (five) years from 09.05.2020 to 08.05.2025.

Mr. Anand Bharatkumar Shah is an entrepreneur and a director of Meghdoot Ginning and Pressing Industries Pvt. Ltd., a company primarily engaged in commodity business i.e. manufacturing and trading. Mr. Anand Bharatkumar Shah through his other business interests and companies is successfully spearheading the real estate finance and leasing ventures of his group. He is a graduate Mechanical Engineer from Maharashtra Institute of Technology, Pune, India, also, he is a member of the globally renowned and prestigious Young Presidents Organisation (YPO) a global network of CEOs

Mr..Anand Bharatkumar Shah, non-executive director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, director fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mr. Anand Bharatkumar Shah as an Independent Director, not liable to retire by rotation, is now being placed before the Members for their approval.

None of the Directors (except Mr. Anand Bharatkumar Shah), relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommend the ordinary resolution for your approval.

Item No.5

Paid up equity share capital of the Company is almost equal to Authorised equity shares capital of the Company. In order to execute future business and financial plans, if any, Company may require more authorised equity share capital. Board of the Directors of the Company in their meeting held on June 13, 2020 has approved the resolution to increase Authorised share capital of the Company subject to approval of members in ensuing Annual General Meeting, therefore it was proposed to members of the Company to approve resolution of Authorised share capital increase and alteration of Memorandum of Association.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend the ordinary resolution for your approval.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

KName of Director	Mr. Vaibhav B. Tamboli	Mr. Anand Bharatkumar Shah
DIN	00146081	00509866
Date of Birth	22.10.1975	22.06.1976
Age of Director	45 Years	44 years
Date of Appointment/Re-appointment	09.08.2017	09.05.2020
Qualification	B.E. (Mech.) & MBA (USA)	B.E. (Mech.)
Experience	20 Years	22 Years
Profile of Director	Mr. Vaibhav Tamboli graduated with first class in Bachelors of Mechanical Engineering from Maharashtra Institute of Technology, University of Pune in the year 1997 and then completed his Masters in Business Administration (MBA) with distinction from University of Bridgeport, Connecticut, USA in the year 1999. Mr. Vaibhav Tamboli started his career as a Foundry Engineer at Steelcast Limited in the year 1997. After his MBA, he worked for C. Melchers Consulting, Westport, Connecticut, USA as a Research Analyst. In the year 2000 he joined Investment & Precision Castings Limited (I&PCL) and was on Board of Directors of the Company till the year 2009 as an Executive Director. Mr. Vaibhav Tamboli was the founder Director of the Company at the time of Incorporation, he re-joined the Board on February 11, 2017 as an Additional Director and subsequently appointed as Director of the Company by the members in 9 th AGM of the Company held on August 8, 2017. He is currently working as an Executive Director in the Company's wholly owned subsidiary; Tamboli Castings Limited (TCL), he continuous to be an active and an executive member of the Board. He is on the Board of the Company since its inception in the year 2004. He has rich and varied experience of many years, his key strengths are General Management, Finance, Strategy, Operations and Technology. He is a member of the globally renowned and prestigious Young Presidents Organisation (YPO) a global network of CEOs	Mr. Anand Bharatkumar Shah is an entrepreneur and a director of Meghdoot Ginning and Pressing Industries Pvt. Ltd., a company primarily engaged in commodity business i.e. manufacturing and trading. Mr. Anand Bharatkumar Shah through his other business interests and companies is successfully spearheading the real estate finance and leasing ventures of his group. He is a graduate Mechanical Engineer from Maharashtra Institute of Technology, Pune, India, also, he is a member of the globally renowned and prestigious Young Presidents Organisation (YPO) a global network of CEOs
Terms and Conditions of Appointment	Promoter Director, liable to retire by rotation	Independent Director appointed for 5 years from 09.05.2020, not liable to retire by rotation
Remuneration Paid	Nil	Nil
Designation	Chairman, CEO & Whole Time Director	Independent Director
Expertise in Specific Functional Areas	1. General Management 2. Finance 3. Strategy 4. Operations 5. Technology	1. General Management 2. Entrepreneurship 3. Finance
Disclosure of relationships between directors inter-se	-	--
Disclosure of relationship of Directors with Manager and KMP of the Company	-	-
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Nil	Nil
Chairman/ Director of other Company	1. Tamboli Castings Ltd. 2. Mebhav Investment Pvt. Ltd. 3. Tamboli Enterprise Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Tamboli Osborn Metaltech Pvt. Ltd. 6. Tamboli Profiles Pvt. Ltd.	1. Meghdoot Gining and Pressing Industries Pvt. Ltd. 2. Godiji Realty Pvt. Ltd. 3. Mercury Business Centre Pvt. Ltd. 4. Precious Real Estate Pvt. Ltd. 5. Meghdoot Spinning Mills Pvt. Ltd.
Chairman/Member of committees of Board of company of which he/she is a Director	1 (Chairman) 2 (Member)	1 (Chairman) 3 (Member)
Number of shares held in the Company	34,50,352	28,704
No. of Board Meetings attended during the year	4 (Four)	N.A
Justification for appointment as Independent Director	N.A	Mr. Anand Shah as per his profile & rich experience would further strengthen the Board of Directors with his valuable contribution & guidance.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: June 13, 2020

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

DIRECTORS' REPORT : 2019-2020

To
The Members

The Directors of **Tamboli Capital Limited** present their 12th Report with Audited financial statements of the Company for the year ended on March 31, 2020.

1 Financial Results :

	<u>2019-2020</u>	<u>2018-2019</u>
		(₹ In Lacs)
Revenue from operations	261.75	174.12
Profit before Interest, Depreciation and Tax	144.59	141.61
Finance Cost	0.00	0.01
Profit before Depreciation and Tax	144.59	141.60
Depreciation	0.06	0.04
Profit/(Loss) before Tax and Exceptional items	144.53	141.56
Tax Expense	13.55	12.65
Deferred Tax/(Credit)	-	(0.01)
Exceptional Items	-	-
Net Profit/(Loss) after Tax	130.98	128.92
General Reserve	-	59.48
Balance carried forward	130.98	69.44

2 Operations:

The standalone revenue from operations increased by 50% over the last year, while profit after tax increased marginally, the increase in standalone revenue is due to the addition of trading activities during the year.

Consolidated revenue from operations is almost the same as last year, while profit after tax decreased from ₹ 696.27 Lacs to ₹ 405.14. The Company could not dispatch certain finished goods in March 2020 due to CoVID-19 pandemic, subsequent lockdown and rejections in certain products during the year, which resulted in lower profit. Consolidated net worth of the Company is at ₹ 7277.13 Lacs, while cash and cash equivalents is at ₹ 3315.11 Lacs.

During the year under review, the Company has commenced trading activities as new line of business.

3. Dividend:

The Directors are pleased to recommend a Dividend for the period ended March 31, 2020 @ ₹ 0.50 per share i.e. 5% on 99,20,000 Equity shares for the financial year 2019-2020 amounting to ₹ 49.60 Lacs.(Previous year ₹ 69.44 Lacs) subject to approval of the members at this Annual General Meeting.

4. Change in financial reporting standards:

The Ministry of Corporate Affairs issued "The Companies (Indian Accounting Standards) Rules, 2015 and amendment thereto "The Companies (Indian Accounting Standards) Amendment Rules, 2016 as converged version of International Financial Reporting System (IFRS). Further "General instructions for preparation of Balance Sheet and Statements of Profit and Loss of a Company", for compliance and implementation of said rules are also notified by Govt. As per MCA notification, your company has prepared the financial statements for the year under reviewing as per the Indian accounting Standards (Ind AS) for your approval.

5. Reserves:

The Board of Directors of the Company has proposed not to transfer any amount to general reserves.

6. Deposits:

During the period under review Company has not accepted or renewed any deposits from the public.

7. Material Changes and Commitments affecting the financial position of the Company:

In terms of Section 134(3)(i) of the Companies Act, 2013, it is reported that, **except as disclosed elsewhere** in this report, no material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company and date of this report.

8. Significant and material orders:

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

9. Details of Directors and Key Managerial Personnel:

Mr. Bipin F. Tamboli (DIN: 00145948), Chairman resigned from the Board effective from 14.11.2019. The Board of Directors placed on record the sincere appreciation for the valuable contributions of Mr. Bipin F. Tamboli, Chairman, since inception of the Company.

As per the terms of appointment, Independent Director, Mr. Pradeep H. Gohil (DIN: 03022804) ceased to be a Director of the Company w.e.f. 20.05.2020. The Board of Directors placed on record the sincere appreciation for the valuable contributions of Mr. Pradeep H. Gohil during the tenure of his directorship with the Company

Mr. Anand Bharatkumar Shah (DIN: 00509866) was appointed as an additional director w.e.f. 09.05.2020, his terms of office expires at this Annual General Meeting. He being eligible, offer himself for appointment. As per section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and upon receipt of recommendation of Nomination and Remuneration Committee in terms of Section 160(1) of the Companies Act, 2013 recommending Mr. Anand Bharatkumar Shah as a candidature for the office of Director, he is being now proposed to be appointed as an Independent Director to hold office as per his tenure of appointment mentioned in the Notice of Annual General Meeting of the Company.

10. Declaration received from Independent Directors:

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the Independence stipulated in the aforesaid section.

11. Number of Meetings of the Board of Directors:

Four (4) board meetings were held during the period under review. Board meeting dates are (1) 11.05.2019, (2) 08.08.2019, (3) 14.11.2019, and (4) 12.02.2020, Details of attendance of Directors at the Board Meetings during the financial year 2019-2020 and at the last Annual General Meeting held on 08.08.2019 are given below:

Name	Position	Meetings held during the tenure of Directors	Meetings attended	Attendance at the last AGM held on 08.08.2019
Mr. Vaibhav B. Tamboli *	Chairman, CEO & Whole Time Director	4	4	Yes
Mr. Bipin F. Tamboli **	Chairman and Director	2	2	Yes
Mr. Pradeep H. Gohil ***	Non-Executive Independent Director	4	4	Yes
Dr. Abhinandan K. Jain	Non-Executive Independent Director	4	4	Yes
Mrs. Neha R. Gada	Non-Executive Independent Woman Director	4	2	No
Mr. Anand Bharatkumar Shah ****	Non-Executive Independent Director	N.A	N.A	N.A

* Re-designated as Chairman, CEO & Whole Time Director effective from 14.11.2019.

** Resigned as Chairman and Directors of the Company effective from 14.11.2019

*** Cessation of term as on 20.05.2020.

**** Appointed on 09.05.2020.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

12. Directors' Responsibility Statement:

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

TAMBOLI CAPITAL LIMITED

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- iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the directors had prepared the annual accounts on a going concern basis;
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Annual evaluation by the Board of its own performance, its committees:

During the year, Nomination and Remuneration Committee has reviewed performance evaluation of the Promoter Directors and Independent Directors of the Company. Evaluation was made on the basis of following assessment criteria:

- i) Attendance in Board meeting and committee meetings, active participation in the meetings and giving inputs on time in the minutes.
- ii) Stick to ethical standards and code of conduct of the Company and timely submission of disclosure of interest.
- iii) Interpersonal relationship with other directors and management.
- iv) Active contribution in growth of the Company
- v) Compliances with policies. Immediately reporting fraud, violation, statutory matters etc.

Based on the evaluation of Nomination and Remuneration Committee, the board is collectively of the opinion that the overall performance of the Board, committees thereof and the individual Directors are satisfactory and conducive to the growth and progress of the Company and meets the requirements.

14. Corporate Social Responsibility (CSR):

Based on criteria determined in section 135 of the Companies Act, 2013 concerning applicability of Corporate Social Responsibility, this provision is not applicable to the Company at present.

15. Internal Control Systems:

The Company has an adequate system of internal financial control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorised, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors.

16. Listing:

The Equity shares of the Company are listed on BSE Ltd. under Scrip Code: 533170.

17. Subsidiaries, Joint Ventures and Associate Companies:

The Company has one wholly owned subsidiary but does not have any associate company within the meaning of Section 2(6) of the Companies Act, 2013.

Sr. No.	Name of entity	CIN/LLPIN
1	Tamboli Castings Limited	U27320GJ2004PLC044926

The salient features of the financial statement of subsidiary company is given in form AOC-1, annexed herewith as “Annexure-I” and forms part of this report.

18. Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure II” and forms part of this report.

19. Audit Committee:

The Company has formed an Audit Committee as required under the provisions of Section 177 of the Companies Act, 2013 and under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of Audit Committee comprised of following directors:

- 1. Dr. Abhinandan K. Jain Independent Director- Chairman
- 2. Mrs. Neha R. Gada Independent Director- Member
- 3. Mr. Anand B. Shah Independent Director- Member
- 4. Mr. Vaibhav B. Tamboli Chairman, CEO & Whole Time Director - Member

The scope of audit committee is defined as under:

- i) To approve financial results and to recommend it to Board for their approval with or without modification.
- ii) To take note of compliance of legal requirements applicable to Company.
- iii) To review changes in accounting policies and practices, if any.
- iv) To take note of irregularities or fraud in the business activity of the Company, if any.
- v) To take note of payment of statutory dues of the Company
- vi) To review internal audit findings and to take note of qualification in the internal audit report, if any.
- vii) To approve related party transactions and to recommend it to Board for their approval with or without modification.

20. Nomination and Remuneration Policy:

The Board of Directors of the Company has already constituted "Nomination and Remuneration Committee" consisting of three (3) members/directors and all members are Independent directors. The Nomination and Remuneration Committee and Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All appointment(s) of Director(s), Whole-time Director(s), Key Managerial Person(s) are being made on recommendations of Nomination and Remuneration Committee. A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on appointment and remuneration of Directors and Key Managerial Personnel which was approved and adopted by the Board of Directors. The Nomination and Remuneration Policy is attached with the report as **Annexure-III**

21. Whistle Blower Policy:

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors, Employees and other Stakeholders of the Company to report concerns about illegal and unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy which is available on the Company's website <http://www.tambolicapital.in>

22. Risk Management Policy:

During the year, the Management of the Company had evaluated the existing Risk Management Policy of the Company. The Risk Management policy has been reviewed and found adequate and sufficient to the requirement of the Company. The Management has evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

23. Code of conduct for Prevention of Insider Trading:

The Company has adopted amended "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" in View of SEBI (Prohibition of Insider Trading) [Amendment] Regulation, 2018 and subsequent amendment to SEBI (PIT) Regulation and interalia defines policy to determine "Legitimate Purpose". The necessary preventive actions, including closure of trading window on any price sensitive events information are taken care. All covered person have given declarations affirming compliance with the said code. The detailed amended policy is uploaded on Company's website.

24. Particulars of loans, guarantees OR Investments:

(i) The company has given loans as per the following details:

Name of the Company	Balance outstanding as on 1.4.2019	Transaction during the year 2019-2020		Balance outstanding as on 31.3.2020
		Paid	Repayment received	
Tamboli Chemico (India) Pvt. Ltd.	18,90,000	-	9,90,000	9,00,000

(ii) The company has made investments as per the following details:

Name of the Company	Balance outstanding as on 1.4.2019	Transaction during the year 2019-2020		Balance outstanding as on 31.3.2020
		Purchase	Sales	
Tamboli Castings Ltd. 2900000 equity shares of ₹ 10.00 each	2,90,00,000	-	-	2,90,00,000
Tamboli Chemico (India) Pvt. Ltd. 11000 equity shares of ₹ 10.00 each	1,10,000	-	-	1,10,000

25. Particulars of Contracts or Arrangements with Related Parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including arms length transactions under third proviso thereto is annexed in **Annexure IV**

26. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**A Conservation of Energy:**

- (i) the steps taken or impact on conservation of energy; N.A.
- (ii) the steps taken by the Company for utilizing alternate sources of energy; N.A.
- (iii) the capital investment on energy conservation equipments; N.A.

B Technology Absorption:

- (i) the efforts made towards technology absorption; N.A.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.
 - (a) the details of technology imported; N.A.
 - (b) the year of import; N.A.
 - (c) whether the technology been fully absorbed; N.A.
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A.
- (iv) the expenditure incurred on Research and Development: N.A.

C Foreign Exchange Earnings and Outgo:

The Details of foreign exchange earnings and outgo are as follows:

- (i) Foreign Exchange Earning: ₹ Nil
- (ii) Foreign Exchange Outgo: ₹ Nil

Note: Since the Company does not have any manufacturing operations during the year under review, details of Conservation of Energy, Technology Absorption are not applicable to the Company.

27. Corporate Governance:

As per amended provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of corporate governance are not applicable to listed Companies having paid up capital not exceeding ₹ 10 cr. and net worth not exceeding ₹ 25 cr. as on the last date of the previous year. Paid up capital and net worth of the Company not exceeding the prescribed limit in previous year, hence, provisions of Corporate Governance are not applicable to the Company.

28. Management Discussion and Analysis:

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is enclosed.

29. Managerial Remuneration:

- a) The Company does not have any Key Managerial Personnel or employee, receiving remuneration of ₹ 8,50,000/- per month or ₹ 1,02,00,000/- per annum and therefore no particulars are required to be furnished under section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b) No remuneration being paid to Directors of the Company during the year under review, except sitting fees paid for attending meetings of the Board and Committees.

30. Particulars of Employees:

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: No remuneration being paid to any Director of the Company except sitting fees paid for attending the Board meeting and committee meeting and therefore ratio of the remuneration of each director to the median remuneration of employee is not provided.
- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year: As mentioned above, none of the Directors are receiving any remuneration from the Company. However, there is an increase of 7.18% in remuneration paid to CFO during the year.
- c. The percentage increase in the median salaries of employees in the financial year: 2.27%.

- d. The number of permanent employees on the rolls of the Company: There are 4 (Four) permanent employees on the roll of the Company.
- e. Average percentile increase already made in the salaries of the employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average annual increase was around 3.50 to 4.00%.
- f. The Company affirms remuneration is as per the remuneration policy of the Company.
- There is no employee covered under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, statement containing the names of top ten employees will be made available on request sent to the Company on email ID: direct1@tambolicapital.in

31. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board on the recommendations of the Audit Committee, has appointed Mr. Ashish Shah, Practicing Company Secretary, to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report issued by Mr. Ashish Shah, Company Secretary, in form MR-3 is enclosed and forms a part of this report.

Comment of Secretarial Audit Report:

There is no adverse comment in the Secretarial Auditors' report which requires any further explanation under Section 134 of the Companies Act, 2013.

32. Cash Flow Statement:

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the Stock Exchanges, the Cash Flow Statement is attached to the Balance Sheet.

33. Auditors:

At the 9th Annual General Meeting (AGM), the members appointed M/s P A R K & Co., Chartered Accountants, as Statutory Auditors of the Company, for a period of 5 years till the conclusion of 14th AGM. M/s P A R K & Co., Chartered Accountants, will continue to act as auditors of the Company till financial year 2021-22.

Comment on Auditors' Report: There is no adverse comment in the Auditors' Report which requires any further explanation under Section 134 of the Companies Act, 2013

34. Maintenance of Cost Records as specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 and status of the same:

The provisions regarding maintenance of cost records as specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company.

35. Constitution of Internal Complaints Committee under the Sexual Harassment of Woman at work place (Prevention, Prohibition And Redressal) Act, 2013

As the Company is not having ten women employees employed during the year, the provisions regarding establishment of Internal Complaint Committee under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are not applicable to the Company. However, the Company ensures security of woman at workplace.

36. Details in Respect of Frauds Reported By Auditors Under Sub-Section (12) Of Section 143 other Than Those Which are Reportable to The Central Government

No frauds have been noticed or reported during the year under audit report which is reportable to the Central Government.

37. Compliance with Secretarial Standards

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

38. Acknowledgement:

The Directors wish to place on record and acknowledge their appreciation and gratitude for the continued co-operation and support received from the Central Government, the State Government of Gujarat, Regulatory Bodies, participating Financial Institutions/Banks and its Clients, employees and consultants. Your Directors further thank the fraternity of Members/Shareholders for their continued confidence reposed in the management of the Company

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar,
Gujarat 364 002
Dated: June 13, 2020
Place: Bhavagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Annexure – I**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A” Subsidiaries

1	Sr. No.	:	1
2	Name of the Subsidiary	:	TAMBOLI CASTINGS LIMITED
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	:	31.03.2020
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	:	Not Applicable
5	Share Capital	:	₹ 290.00 Lacs
6	Other Equity	:	₹ 5733.72 Lacs
7	Total Assets	:	₹ 8035.80 Lacs
8	Total Liabilities	:	₹ 2012.08 Lacs
9	Investments	:	₹ -
10	Turnover	:	₹ 5189.90 Lacs
11	Profit before Taxation	:	₹ 490.08 Lacs
12	Provision for Taxation	:	₹ 123.13 Lacs
13	Profit after Taxation	:	₹ 366.96 Lacs
14	Proposed dividend	:	₹ 60.90 Lacs
15	% of shareholding	:	100%

Notes:

1	Names of subsidiaries which are yet to commence operation	NIL
2	Names of subsidiaries which have been liquidated or sold during the year	NIL

Part “B” Associates and Joint Ventures

The Company does not have any associates and joint ventures, hence informations in respect of associates and joint ventures are not provided.

FOR AND ON BEHALF OF THE BOARD

Vaibhav B. Tamboli DIN: 00146081
Anand B. Shah DIN: 00509866
DIRECTORS

Place : Bhavnagar
Dated : June 13, 2020

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Mem. No. 39137

Annexure-II

Form No. MGT-9

Extract of Annual Return

As on financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013

&

rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other details:

- i) CIN : L65993GJ2008PLC053613
- ii) Foreign Company Registration No./GLN : Not Applicable
- iii) Registration Date : 17.04.2008
- iv) Name of the Company : TAMBOLI CAPITAL LIMITED
- v) Category/Sub Category of the Company : Public Limited Company Limited by Shares
- vi) Address of the Registered Office and contact details : Mahavir Palace, 8-A, Kalubha Road, Bhavnagar, Gujarat-364 002
Phone No. : +91 8866541222
Fax No. : +91 278 252 0064
E-mail: direct1@tambolicapital.in
- vii) Website : www.tambolicapital.in
- viii) Name of the police station having jurisdiction where the registered office is situated : Bhavnagar
- ix) Address for correspondence, if different from address of registered office : No
- x) Whether shares are listed on recognized stock exchange(s) If yes, details of stock exchanges where share are listed : Yes
BSE Ltd.
Scrip Code is: 533 170
- xi) Name and address of Registrar & Transfer Agents (RTA) : MCS Share Transfer Agent Ltd.
201, 2nd Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380 009.
Ph. No. : 91 079 2658 0461
Fax No. : 91 079 2658 1296
E-mail: mcsahmd@gmail.com

II. Principal business activities of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and description of main products/services	NIC Code of the product/ service	% to total turnover of the Company
1	Income from Interest and dividends	64200	67.75%
2	Sales of silver articles	47990	32.25%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Tamboli Castings Limited Survey No. 207 1-2 & 208/2, B/H GEB Sub Station, Sidsar Road, Vartej, Bhavnagar 364 060	U27320GJ2004PLC044926	Subsidiary	100%	Section 2(87)(ii)

TAMBOLI CAPITAL LIMITED

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IV. Shareholding pattern (Equity share capital breakup as percentage of total equity):

i) Category-wise shareholding:

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters & Promoters Group									
(1) Indian									
(a) Individual/HUF	4950400	-	4950400	49.90	4950000	-	4950000	49.90	Nil
(b) Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
(c) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(d) Any Other									
Bodies Corporate	224600	-	224600	2.27	224600	-	224600	2.27	Nil
Sub Total (A) (1)	5175000	-	5175000	52.17	5174600	-	5174600	52.16	Nil
(2) Foreign									
(a) Individuals (Non Resident Individual/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b) Government	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	5175000	-	5175000	52.17	5174600	-	5174600	52.16	Nil
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(e) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
(f) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(g) Insurance Companies	216309	-	216309	2.18	59404	-	59404	0.60	-1.58
(h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B) (1)	216309	-	216309	2.18	59404	-	59404	0.60	-1.58
(2) Central Government/ State Government(s)/President of India									
(a) Govt.	-	-	-	-	49104	-	49104	0.50	+0.50
Sub Total (B) (2)	-	-	-	-	49104	-	49104	0.50	+0.50
(3) Non Institutions									
(a) Individuals									
(ai) Individual shareholders holding nominal share capital upto ₹ 2 Lakh	2299861	167495	2467356	24.87	2369291	105495	2474786	24.95	+0.08
(aii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	1254459	-	1254459	12.65	1394501	-	1394501	14.06	+1.41
(b) NBFC registered with RBI	-	-	-	-	-	-	-	-	-
(c) Employee Trusts	-	-	-	-	-	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e) Others (Specify)									
(e1) Hindu Undivided Families	256614	-	256614	2.59	260390	-	260390	2.62	+0.03
(e2) Bodies Corp.	243359	244	243603	2.46	246040	20	246060	2.48	+0.02
(e3) Non Resident Indians	306659	-	306659	3.09	261155	-	261155	2.63	-0.46
Sub Total (B) (3)	4360952	167739	4528691	45.65	4531377	105515	4636892	46.74	+1.09
Total public shareholding (B) = (B)(1)+(B)(2)+(B)(3)	4577261	167739	4745000	47.83	4639885	105515	4745400	47.84	0.01
C. Non Promoter Non Public	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9752261	167739	9920000	100.00	9814485	105515	9920000	100.00	-

ii) Shareholding of promoter:

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/ Encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ Encumbered to total shares	
1	Vaibhav Bipin Tamboli	3450352	34.78	Nil	3450352	34.78	Nil	Nil
2	Bipin F. Tamboli – HUF	486112	4.90	Nil	486112	4.90	Nil	Nil
3	Bharatiben Bipinchandra Tamboli	478400	4.82	Nil	478400	4.82	Nil	Nil
4	Mehulkumar Bipinchandra Tamboli	429808	4.33	Nil	483008	4.87	Nil	+0.54
5	Mebhav Investment Pvt. Ltd.	224600	2.26	Nil	224600	2.26	Nil	Nil
6	Julieben Mehulkumar Tamboli	53600	0.54	Nil	Nil	Nil	Nil	-0.54
7	Nikita Vaibhav Tamboli	48000	0.48	Nil	48000	0.48	Nil	Nil
8	P.A. Subramanian	3200	0.03	Nil	3200	0.03	Nil	Nil
9	Annushree M. Tamboli	928	0.01	Nil	928	0.01	Nil	Nil
	Total	5175000	52.17	Nil	5174600	52.16	Nil	Nil

iii) Change in Promoters' shareholding (Please specify, if there is no change):

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shares at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	5175000	52.17	5175000	52.17
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/ transfer/bonus/sweat Equity etc.				
1	Vaibhav Bipin Tamboli				
	01.04.2019 – Opening	3450352	34.78	3450352	34.78
	No transactions during the year				
	31.03.2020 - Closing			3450352	34.78
2	Bipin F. Tamboli – HUF				
	01.04.2019 – Opening	486112	4.90	486112	4.90
	No transactions during the year				
	31.03.2020 - Closing			486112	4.90
3	Bharatiben Bipinchandra Tamboli				
	01.04.2019 – Opening	478400	4.82	478400	4.82
	No transactions during the year				
	31.03.2020 – Closing			478400	4.82
4	Mehulkumar Bipinchandra Tamboli				
	01.04.2019 – Opening	429808	4.33	429808	4.33
	24.01.2020 – Inter-se Transfer	53200	0.54	483008	4.87
	31.03.2020 - Closing			483008	4.87
5	Mebhav Investment Pvt. Ltd.				
	01.04.2019 - Opening	224600	2.26	224600	2.26
	No transactions during the year				
	31.03.2020 - Closing			224600	2.26

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6	Julieben Mehulkumar Tamboli				
	01.04.2019 - Opening	53600	0.54	53600	0.54
	24.01.2020 – Inter-se Transfer	-53200	-0.53	400	0.01
	07.02.2020 – Market Sell	-400	-0.01	0	0.00
	31.03.2020 - Closing			0	0.00
7	Nikita Vaibhav Tamboli				
	01.04.2019 - Opening	48000	0.48	48000	0.48
	No transactions during the year				
	31.03.2020 - Closing			48000	0.48
8	P.A. Subramanian				
	01.04.2019 - Opening	3200	0.03	3200	0.03
	No transactions during the year				
	31.03.2020 - Closing			3200	0.03
9	Annushree M. Tamboli				
	01.04.2019 - Opening	928	0.01	928	0.01
	No transactions during the year				
		31.03.2020 - Closing			928
	At the end of the year	5174600	52.16	5174600	52.16

iv) Shareholding pattern of top ten shareholders (Other than Directors, Promoters and holders of GDRs and ADRs:

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	1073647	10.82	1073647	10.82
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/ transfer/bonus/sweat Equity etc.				
1	Rajiv Garg				
	01.04.2019 - Opening	200000	2.02	200000	2.02
	19.07.2019 – Market Purchase	3500	0.04	203500	2.05
	20.09.2019 – Market Purchase	1500	0.01	205000	2.06
	27.09.2019 – Market Purchase	2185	0.02	207185	2.09
	18.10.2019 – Market Purchase	1815	0.02	209000	2.11
	25.10.2019 – Market Purchase	2000	0.02	211000	2.13
	31.03.2020 – Closing			211000	2.13
2	Shashank S. Khade				
	01.04.2019 - Opening	92404	0.93	92404	0.93
	24.05.2019 – Market Purchase	1209	0.01	93613	0.94
	26.07.2019 – Market Purchase	30186	0.30	123799	1.25
	08.11.2019 – Market Purchase	81	0.00	123880	1.25
	15.11.2019 – Market Purchase	13639	0.14	137519	1.39
	29.11.2019 – Market Purchase	23409	0.24	160928	1.62
	06.12.2019 – Market Purchase	12390	0.12	173318	1.75
	27.12.2019 – Market Purchase	800	0.00	174118	1.76
	17.01.2020 – Market Purchase	3000	0.03	177118	1.79
	31.03.2020 – Closing			177118	1.79

3	Sandeep Talwar				
	01.04.2019- Opening	104061	1.05	104061	1.05
	27.03.2020 – Market Purchase	3000	0.03	107061	1.08
	31.03.2020 – Closing			107061	1.08
4	Monita Ajaybhai Shah				
	01.04.2019- Opening	98725	1.00	98725	1.00
		No transactions during the year			
	31.03.2020 – Closing			98725	1.00
5	D. Srimathi				
	01.04.2018 – Opening	86806	0.88	86806	0.88
		No transactions during the year			
	31.03.2020 – Closing			86806	0.88
6	Madhuri Madhusudan Kela				
	01.04.2019 – Opening	75000	0.76	75000	0.76
		No transactions during the year			
	31.03.2020 – Closing			75000	0.76
7	Bikram Chaudhary				
	01.04.2019 – Opening	67904	0.68	67904	0.68
		No transactions during the year			
	31.03.2020 – Closing			67904	0.68
8	Vinod Aachi				
	01.04.2019 – Opening	73030	0.74	73030	0.74
	28.02.2020 – Market Sell	-1000	-0.01	72030	0.73
	31.03.2020 – Closing			72030	0.73
9	Life Insurance Corporation of India				
	01.04.2019 – Opening	216309	2.18	216309	2.18
	21.06.2019 – Market Sell	-2430	-0.02	213879	2.16
	29.06.2019 – Market Sell	-17656	-0.18	196223	1.98
	18.10.2019 – Market Sell	-1840	-0.02	194383	1.96
	25.10.2019 – Market Sell	-11000	-0.11	183383	1.85
	08.11.2019 – Market Sell	-5050	-0.05	178333	1.80
	15.11.2019 – Market Sell	-20000	-0.20	158333	1.60
	22.11.2019 – Market Sell	-5000	-0.05	153333	1.55
	29.11.2019 – Market Sell	-7405	-0.07	145928	1.47
	03.01.2020 – Market Sell	-5000	-0.05	140928	1.42
	10.01.2020 – Market Sell	-12200	-0.12	128728	1.30
	17.01.2020 – Market Sell	-15000	-0.15	113728	1.15
	24.01.2020 – Market Sell	-8835	-0.09	104893	1.06
	07.02.2020 – Market Sell	-5000	-0.05	99893	1.01
	14.02.2020 – Market Sell	-10000	-0.10	89893	0.91
	21.02.2020 – Market Sell	-15000	-0.15	74893	0.75
	28.02.2020 – Market Sell	-11474	-0.12	63419	0.64
	06.03.2020 – Market Sell	-4015	-0.04	59404	0.60
	31.03.2020 – Closing			59404	0.60
10	Batlivala & Karani Capital Pvt. Ltd.				
	01.04.2019 – Opening	59408	0.60	59408	0.60
	21.02.2020 – Market Sell	-3629	-0.04	55779	0.56
	31.03.2020 – Closing			55779	0.56
	At the End of the year (or on the date of separation, if separated during the year)	1010827	10.19	1010827	10.19

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v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	3451352	34.79	3451352	34.79
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/transfer/bonus/sweat Equity etc.				
1	Vaibhav Bipin Tamboli				
	01.04.2019 – Opening	3450352	34.78	3450352	34.78
	No transactions during the year				
	31.03.2020 – Closing			3450352	34.78
2	Abhinandan Kumar Jain				
	01.04.2019 – Opening	Nil	Nil	Nil	Nil
	No transactions during the year				
	31.03.2020 – Closing	Nil	Nil	Nil	Nil
3	Pradeep Hardevsinhji Gohil (Term ceased on 20.05.2020)				
	01.04.2019 – Opening	Nil	Nil	Nil	Nil
	No transactions during the year				
	31.03.2020 – Closing	Nil	Nil	Nil	Nil
4	Neha R. Gada				
	01.04.2019 – Opening	Nil	Nil	Nil	Nil
	No transactions during the year				
	31.03.2020 – Closing	Nil	Nil	Nil	Nil
5	Anand B. Shah (Appointed on 09.05.2020)				
	01.04.2019 – Opening	28704	0.29	28704	0.29
	No transactions during the year				
	31.03.2020 – Closing			28704	0.29
6	Vipul H. Pathak				
	01.04.2019 - Opening	1000	0.01	1000	0.01
	No transactions during the year				
	31.03.2020 – Closing			1000	0.01
7	Priyanka Dineshkumar Jasani				
	01.04.2019 – Opening	Nil	Nil	Nil	Nil
	No transactions during the year				
	31.03.2020 – Closing	Nil	Nil	Nil	Nil
	At the End of the year	3480056	35.08	3480056	35.08

V. Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the year				
- Addition	Nil	Nil	Nil	Nil
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. Remuneration of Directors and Key Managerial Personnel:
A Remuneration to Managing Director, Whole-time Directors and/or manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	
		Mr. Vaibhav B. Tamboli Whole Time Director and CEO **	
1	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others, please specify		
	Sitting fees for attending board & committee meetings	79,500	79,500
	Total (A)	79,500	79,500
	Ceiling as per the Act	₹ 7,22,650 (excluding sitting fees)	-

B Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Director					Total Amount
		Mr. P.H. Gohil	Dr. A.K. Jain	Mrs. N.R. Gada	Mr. A. B. Shah (Appointed on 09.05.20)	Mr. B.F. Tamboli (Resigned on 14.11.19)	
1	Independent Directors						
	- Fees for attending Board & committee meetings	80,500	81,000	44,000	N.A	-	2,05,500
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total-1	80,500	81,000	44,000	N.A	-	2,05,500
2	Other Non-executive Directors						
	- Fees for attending Board & committee meetings	-	-	-	-	37,000	37,000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total -2	-	-	-	-	37,000	37,000
	Total (B) (1) + (2)	-	-	-	-	-	2,42,500
	Total Managerial Remuneration	80,500	81,000	44,000	N.A	37,000	242,500
	Overall ceiling as per the Act	₹ 1,44,530 (excluding sitting fees)					

TAMBOLI CAPITAL LIMITED12th ANNUAL REPORT 2019-20**C Remuneration to Key Managerial Personnel Other than MD/WTD/Manager:**

Sr. No.	Particulars of Remuneration	Ker Managerial Personnel Total			Amount
		CEO	Company Secretary	CFO	
1	Gross Salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1,56,000	7,80,000	9,36,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	N.A	N.A	N.A
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	N.A	N.A	N.A
2	Stock Option	Nil	N.A	N.A	N.A
3	Sweat Equity	Nil	N.A	N.A	N.A
4	Commission		N.A	N.A	N.A
	- as % of profit	Nil	N.A	N.A	N.A
	- others, specify	Nil	N.A	N.A	N.A
5	Total	Nil	1,56,000	7,80,000	9,36,000

VII. Penalty/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD,NCLT, Court]	Appeal made, if any (Give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers					
in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Place : Bhavnagar
Dated: June 13, 2020

Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Annexure-III

NOMINATION AND REMUNERATION POLICY

I PREAMBLE

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

II OBJECTIVE

The objective of the policy is to ensure that;

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III DEFINITIONS

- (i) "Board" means Board of Directors of the Company.
- (ii) "Company" means "Tamboli Capital Limited."
- (iii) "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- (iv) "Key Managerial Personnel" (KMP) means:
 - a. Chief Executive Officer or the Managing Director or the Manager or Director,
 - b. Company Secretary,
 - c. Whole-time Director,
 - d. Chief Financial Officer and
 - e. Such other officer as may be prescribed
- (v) "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- (vi) "Policy or This Policy" means, "Nomination and Remuneration Policy."
- (vii) "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- (viii) "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all the functional heads.

IV INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, and any other SEBI Regulation(s) as amended from time to time.

V ROLE OF THE COMMITTEE

- (a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- (b) To formulate criteria for evaluation of Independent Directors and the Board.
- (c) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- (d) To carry out evaluation of Director's performance.
- (e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- (f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- (g) To devise a policy on Board diversity, composition, size.
- (h) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- (j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

VI CONSTITUTION, CHAIRMANSHIP, QUORUM AND MEETING

- (a) The Committee shall comprise of three (3) or more non-executive Directors out of which not less than one half shall be Independent.
- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and other applicable statutory requirements.
- (c) Term of the Committee shall be continued unless terminated by the Board of Directors.
- (d) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- (e) The Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not Chair the Committee.
- (f) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- (g) The Chairman of the Nomination and Remuneration Committee should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.
- (h) The meeting of the Committee shall be held at such regular intervals as may be required.
- (i) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.
- (j) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- (k) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

VII APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**1. Appointment criteria and qualifications:**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- (b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

2. Term/Tenure:

- (a) Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of such term.
- (b) Independent Director:
 - (i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - (ii) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
 - (iii) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation:

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

4. Removal:

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

5. Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

VIII PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT**1. Remuneration to Managing Director/Whole-time Directors:**

- (a) The Remuneration/Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

2. Remuneration to Non-Executive/Independent Directors:

- (a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be entitled to any Stock Options of the Company.
- (d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - (i) The Services are rendered by such Director in his capacity as the professional; and
 - (ii) In the opinion of the Board/Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IX IMPLEMENTATION

- (a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- (b) The Committee may delegate any of its powers to one or more of its members as deem fit.

X DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so and the Board shall have such authority to approve such deviations.

XI AMENDMENTS TO THE POLICY

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure-IV

Form AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1 Details of contracts of arrangements or transactions not at arm's length basis:

Name of Related Party	Nature of Relationship	Nature of Contracts/Agreements/Transactions	Duration of Contracts/Agreements/Transactions	Salient terms of Contracts/Agreements/Transactions	Justification of entering	Date of Approval by Board	Amount paid in advance	Date of which Special Resolution was passed in general meeting u/s 188
NOTAPPLICABLE								

2 Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party	Nature of Relationship	Nature of Contracts/Agreements/Transactions	Duration of Contracts/Agreements/Transactions	Salient terms of Contracts/Agreements/Transactions	Transaction Value	Date of Approval by Board	Amount paid in advance
Tamboli Travels & Tours (A division of Mebhav Investment Pvt. Ltd.)	Associate Company	Purchase of Air Tickets and Hotel Booking	April 2019 to March 2020	At market rate	82,098	11.05.2019	Nil
Tamboli Enterprise Ltd (Formely known Tamboli Exim Ltd.)	Company in which common Director	Purchase of Silver Articles	April 2019 to March 2020	At market rate	1,01,65,901	20.02.2019	Nil

Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: June 13, 2020

Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

MANAGEMENT DISCUSSION & ANALYSIS

A Overview - Financial Performance:

The standalone revenue from operations increased by 50% over the last year, while profit after tax increased marginally, the increase in standalone revenue is due to the addition of trading activities during the year.

Consolidated revenue from operations is almost the same as last year, while profit after tax decreased from ₹ 696.27 Lacs to ₹ 405.14. The Company could not dispatch certain finished goods in March 2020 due to CoVID-19 pandemic, subsequent lockdown and rejections in certain products during the year, which resulted in lower profit. Consolidated net worth of the Company is at ₹ 7277.13 Lacs, while cash and cash equivalents is at ₹ 3315.11 Lacs.

B Industry Structure & Development:

Tamboli Capital Limited (TCAP) through its wholly owned subsidiary Tamboli Castings Limited (TCL), is a technology leader in manufacturing of high precision fully machined investment castings used as components in segments like Automation, Pneumatics, Powergen, Pumps & Valves, Aerospace and Automotives. It has long standing relationship and reputation with customers in Europe, USA and India.

C Opportunities, Risks, Threats and Concerns:

The company envisions better growth going forward supported by further improvisation in technology through selective CAPEX, efficient operations, effective use of financial resources, responsive reach out to customer and seizing opportunities which come our way.

The CoVID-19 pandemic and related economic downturn has impacted all segments of the industry. We are currently navigating through the challenges faced due to uncertain demands and supply chain disruptions. The Company hopes to increase revenues quickly once the economic scenario improves.

We are exchanging information with customers, analyzing priorities, working on product development and staying financially prudent during this unprecedented time.

D Outlook:

We are not in a position to envisage future prospects or guidance, however, Company's strong customer base, extremely comfortable liquidity position and better margins in our segments, puts the Company in a sound position.

E Internal Control Systems and Their Adequacy:

The company has a system of internal Control which is reviewed by the Management. The Management evaluates the functioning and quality of the internal controls and provides assurance through periodical reporting. The Management reviews the Internal Audit Reports and the adequacy of internal control on regular basis which is also minimizing any possible risk in the operations of the company.

F Human Resources:

The Human relations continue to be cordial and productive during the year.

G Cautionary Statement:

Statement in the Management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets, change in the Government regulations, Tax Laws and other statutes and incidental factors.

**Form MR-3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Tamboli Capital Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tamboli Capital Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- I) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- II) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Ahmedabad
Date: June 13, 2020

For, Ashish Shah & Associates
Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974B000340330

This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.

Annexure-A

To,
The Members,
Tamboli Capital Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: June 13, 2020

For, Ashish Shah & Associates
Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974B000340330

CEO/CFO CERTIFICATION

To
The Board of Directors

- (a) We have reviewed the attached financial statements and the cash flow statement for the year ended on March 31, 2020 and to the best of our knowledge and belief, we certify that:
- (i) these statements do not contain any materially un-true statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair value of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the quarter which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- (d) We have indicated to the auditors and the Audit Committee that there are:
- (i) no significant changes in internal control over financial reporting during the quarter.
 - (ii) no significant changes in accounting policies during the quarter and.
 - (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Bhavnagar
Dated: June 13, 2020

Chairman, CEO & Whole Time Director
Vaibhav B. Tamboli
DIN: 00146081

CFO
V.H. Pathak
PAN: AOKPP8295E

Declaration regarding affirmation of Code of Conduct

In accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Code of Conduct as approved by the Board of Directors of the Company had been displayed at the Company's website www.tambolicapital.in. All the members of the Board and management personnel affirmed compliance with the Code for the year ending March 31, 2020.

Place : Bhavnagar
Dated : June 13, 2020

V. B. Tamboli
WHOLE TIME DIRECTOR AND CEO
DIN: 00146081

INDEPENDENT AUDITORS' REPORT

To
The Members of
Tamboli Capital Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Tamboli Capital Limited** ("the Company") which comprise the Balance Sheet as at 31st March 2020, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020 and of the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Shareholder's Information, but does not include the standalone financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

TAMBOLI CAPITAL LIMITED

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In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The financial information of the Company for the year ended 31st March, 2019 and the transition date opening balance sheet as at 1st April, 2018 included in these standalone Ind AS financial statements are based on the previously issued financial statements for the years ended 31st March, 2019 and 31st March, 2018 prepared in accordance with the Companies (Accounting Standards) Rules, as applicable, which were audited by us, on which we expressed our unmodified opinion dated 11th May, 2019 and 15th May, 2018 respectively. The adjustments to those standalone financial statements for the differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on 31st March 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020, from being appointed as a director in terms section 164(2) of the Act;
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure – B may be referred;
- (g) In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

- i The Company does not have any pending litigations which would impact its financial position;
- ii The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Bhavnagar
June 13, 2020

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 20170275AAAABP4596

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. In respect of fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No discrepancies were noticed on such verification.
 - c. Since the Company does not have any immovable properties, the requirements of reporting on title deeds of immovable properties are not applicable.
2. The inventories were physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification carried out by the Company.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties in the register maintained under section 189 of the Companies Act, 2013.
4. The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security, to the extent applicable.
5. The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. The Central Government has not prescribed maintenance of the cost records under section 148(1) of the Act.
7. In respect of statutory and other dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Cess, Goods & Service Tax and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.
 - b. There are no amounts outstanding, which have not been deposited on account of dispute.
8. The Company has not obtained any borrowings from the banks or from the financial institutions or from the government or by way of debentures.
9. The Company has not raised any money, during the year, by way of public offer (including debt instruments) or term loans.
10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company or on the Company by its officers or employees was noticed or reported during the year.
11. Managerial remuneration (sitting fees to directors) paid or provided by the Company during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. Since the Company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. All transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The Company has not entered into any non-cash transactions during the year with directors or persons concerned with him.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Bhavnagar
June 13, 2020

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 20170275AAAABP4596

ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls over financial reporting of **Tamboli Capital Limited** ("the Company") as of 31st March, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Place : Bhavnagar
Date : June 13, 2020

For PARK & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 20170275AAAABP4596

BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lacs)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019	As at 1st April March 2018
ASSETS:				
Non-Current Assets				
Property, plant and equipment	2	0.21	0.09	0.13
Financial Assets				
Investments	3	291.10	291.10	291.10
Loans	4	-	9.90	545.90
Other financial assets	5	1117.00	670.00	520.00
Deferred tax assets (net)	6	2.26	2.26	2.24
		<u>1410.57</u>	<u>973.35</u>	<u>1359.37</u>
Current Assets				
Inventories	7	18.33	-	-
Financial assets				
Trade receivables	8	0.05	-	-
Cash and cash equivalents	9	74.80	32.47	25.31
Other bank balances	10	22.81	432.26	10.31
Loans	4	1.47	-	-
Other financial assets	5	19.27	49.80	33.71
Current tax assets	11	12.49	81.16	67.48
Other current assets	12	6.14	2.94	0.75
		<u>155.36</u>	<u>598.63</u>	<u>137.56</u>
Total Assets		<u>1565.93</u>	<u>1571.98</u>	<u>1496.93</u>
EQUITY AND LIABILITIES:				
Equity				
Equity share capital	13	992.00	992.00	992.00
Other equity	14	551.37	489.83	430.36
		<u>1543.37</u>	<u>1481.83</u>	<u>1422.36</u>
Liabilities				
Non-current liabilities				
Financial liabilities		-	-	-
Provisions		-	-	-
Other non-current liabilities		-	-	-
		<u>-</u>	<u>-</u>	<u>-</u>
Current liabilities				
Financial liabilities				
Borrowings		-	-	-
Trade payables	15	-	-	-
Total outstanding dues to micro small enterprises		-	-	-
Total outstanding dues of creditors other than micro small enterprises		1.03	1.00	0.73
Other financial liabilities	16	7.81	7.27	5.31
Provisions		-	-	-
Current tax liabilities	11	13.41	80.75	68.14
Other current liabilities	17	0.31	1.13	0.39
		<u>22.56</u>	<u>90.14</u>	<u>74.57</u>
Total Liabilities		<u>1565.93</u>	<u>1571.98</u>	<u>1496.93</u>

The accompanying notes are an integral part of these Financial Statements.

As per our Report of even date

For P A R K & COMPANY

Chartered Accountants

ASHISH DAVE

Partner

Place: Bhavnagar

Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD

V. B. Tamboli

DIN: 00146081

A.B. Shah

DIN: 00509866

DIRECTORS

V.H. Pathak - CFO

PAN: AOKPP8295E

P.D. Jasani - CS

PAN: ASJJP1047M

Place: Bhavnagar

Dated: June 13, 2020

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	Note No.	2019- 2020	2018- 2019
REVENUE:			
Revenue from Operations	18	261.75	174.12
Other Income	19	0.15	-
Total Revenue		261.90	174.12
EXPENSES:			
Cost of material consumed		-	-
Purchases of stock-in-trade		96.04	-
Change in inventories	20	(18.33)	-
Employee benefits expense	21	14.52	11.42
Finance Costs	22	0.00	0.01
Depreciation and amortization expenses	23	0.06	0.04
Other expenses	24	25.08	21.09
Total Expenses		117.37	32.56
Profit Before Tax		144.53	141.56
Tax Expense			
Current Tax	11	13.41	12.60
Earlier Years' Tax		0.14	0.05
Deferred		0.00	(0.01)
Profit for the year from continuing operations		130.98	128.92
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Items that may be reclassified to profit or loss		-	-
Other comprehensive income for the year		-	-
Total comprehensive income the year		130.98	128.92
Basic and diluted earning per share	25	1.32	1.30
Face Value per Equity Share (₹)		10.00	10.00

The accompanying notes are an integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJJP1047M
Place: Bhavnagar
Dated: June 13, 2020

TAMBOLI CAPITAL LIMITED12th ANNUAL REPORT 2019-20**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020****A SHARE CAPITAL**

(₹ in lacs)

Particulars	31st March 2020	31st March 2019
Balance at the beginning of the year	992.00	992.00
Changes in equity shares capital during the year	-	-
At the end of the year	<u>992.00</u>	<u>992.00</u>

B OTHER EQUITY

(₹ in lacs)

Particulars	General Reserve	Retained Earnings	Total
As at 1 st April 2018	352.66	77.70	430.36
Profit for the year	-	128.92	128.92
Final dividend, declared and paid during the year	-	(69.44)	(69.44)
Transfer from retained earnings to general reserve	59.47	(59.47)	-
As at 31 st March 2019	<u>412.13</u>	<u>77.71</u>	<u>489.84</u>
Profit for the year	-	130.98	130.98
Final dividend, declared and paid during the year	-	(69.44)	(69.44)
As at 31 st March 2020	<u>412.13</u>	<u>139.24</u>	<u>551.37</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

	2019-2020		2018-2019	
A Cash Flow from operating activities:				
Net Profit for the year		130.98		128.92
Adjustments for:-				
Depreciation	0.06		0.04	
Income tax expenses	13.55	13.61	12.64	12.68
Operating Profit Before Working				
Capital Changes		144.59		141.60
Movements in working capital:				
Trade receivables	(0.05)		-	
Loans and advances and other	1.40		(52.05)	
financial assets				
Other current and non-current assets	(3.20)		(2.19)	
Provisions	-		-	
Other current and non-current liabilities	(0.27)		0.74	
Inventories	(18.33)		-	
Trade payables	0.03	(20.42)	0.27	(53.23)
Cash Generated From Operations		124.17		88.37
Income Tax Paid	(12.22)	(12.22)	(13.72)	(13.72)
Net Cash generated by operating activities		111.95		74.65
B Cash Flow from investing activities:				
Payment for property, plant and equipments		(0.18)		-
Net Cash(used in)/generated from investing activities		(0.18)		-
C Cash Flow from financing activities:				
Dividend paid		(69.44)		(67.49)
Net Cash used in financing activities		(69.44)		(67.49)
Net Increase in cash and cash equivalents		42.33		7.16
Cash and cash equivalents as at beginning of the year		32.47		25.31
Cash and cash equivalents as at end of the year		74.80		32.47

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) – Statement of Cash Flow.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: June 13, 2020

COMPANY INFORMATION

Tamboli Capital Limited (“the Company”) is a public limited company domiciled in India and incorporated on 17th April, 2008 under the provisions of the Companies Act applicable in India. The Company is engaged in investment and trading activities. The registered office of the Company is located at Mahavir Palace, 8-A, Kalubha Road, Bhavnagar – 364 002. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE).

The standalone Ind AS financial statements (“the financial statements”) were authorized for issue in accordance with the resolution of the Board of Directors on 13th June, 2020.

1 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation and measurement: These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The financial statements for the year ended 31st March, 2020 are the first financial statements prepared by the Company under Ind AS. For all periods up to and including the year ended 31st March, 2019, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as ‘Previous GAAP’) used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements for the year ended 31st March, 2019 and the opening Balance Sheet as at 1st April, 2018 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Company’s balance sheet, statement of profit and loss and statement of cash flows are provided in note 1.3 c.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2018 being the date of transition to Ind AS. All assets and liabilities have been classified as current or non current as per the Company’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month period as normal operating cycle.

The Company’s financial statements are reported in Indian Rupees, which is also the company’s functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Significant accounting policies:**a System of accounting**

The separate financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 (“Act”), except in case of significant uncertainties.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It is held primarily for the purpose of being traded:

- It is expected to be realized within 12 months after the reporting date;
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
 - It is expected to be settled in the Company’s normal operating cycle;
 - It is held primarily for the purpose of being traded;
 - It is due to be settled within 12 months after the reporting date;
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only.

b Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Company.

c Standards issued but not effective:

The amendments are proposed to be effective for reporting periods beginning on or after 1st April, 2020.

1 Ind AS 117 – Insurance Contracts:

Ind AS 117 supersedes Ind AS 104 Insurance Contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flow with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

2 Amendments to existing standards:

Ministry of corporate affairs has carried out amendments of the following accounting standards:

- Ind AS 103 – Business Combination
- Ind AS 1 – Presentation of financial statements
- Ind AS 8 – Accounting policies, changes in accounting estimates and errors
- Ind AS 40 – Investment property

The company is in the process of evaluating the impact of the new amendments issued but not yet effective.

d Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2018 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2018.
- (v) The Company depreciates property, plant and equipment on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.

e Investments and financial assets**(i)** Investments in subsidiary companies

Investments in subsidiary companies is recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there is any indication that the said investments may be impaired. If so, the Company estimates the recoverable value of the investments and provides for impairment, if any, i.e. the deficit in the recoverable value over cost.

Upon first-time adoption of Ind AS, the Company has elected to measure these investments at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2018.

(ii) Other investments and financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing financial assets.

Financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

f Inventories

Stock in trade is valued at weighted average cost including all charges in bringing the materials to the present location.

g Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

h Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.

i Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.

j Financial liabilities

- (i) Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

k Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

l Revenue recognition

- (i) Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.
- (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.
- (iii) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

m Custom Duty and GST:

Purchased of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

n Impairment of non financial assets

As at each reporting date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

o Taxation

- (i) Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (ii) Deferred tax is determined by applying the balance sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the reporting date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each reporting date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

p Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

q Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

r Segment reporting

The Company publishes this financial statement along with the consolidated financial statements. In accordance with Ind AS 108, Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

1.3 First-time adoption of Ind AS:

a Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies as set out in note no. 1.2 above have been applied in preparing the financial statements for the year ended 31st March 2020, the comparative information presented in these financial statements for the year ended 31st March 2019 and in the preparation of an opening Ind AS balance sheet as at 1st April 2018 (the transition date). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in the financial statements prepared in accordance with the Accounting Standards notified under the Companies (accounting Standards) Rules, 2006 and other relevant provisions of the Act. An explanation of how transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

b Exemption and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS, which are considered to be material and significant.

- (i) Ind AS provides a one time option to a first-time adopter either to measure its investment in subsidiaries companies as per previous GAAP carrying value or at fair value on the date of transition. The Company has elected to measure its investment in subsidiaries as per previous GAAP carrying value as on the date of transition to Ind AS.
- (ii) On assessment of the estimates made under the previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those statements. However, estimates that were required under Ind AS but not required under previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

c Reconciliations between previous GAAP and Ind AS

The following reconciliations provide the explanations and quantification of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- (i) Reconciliation of equity as reported under previous GAAP to Ind AS;
- (ii) Reconciliation of profit or loss and total comprehensive income as reported under previous GAAP to Ind AS; and
- (iii) Adjustments to statement of cash flows.

RECONCILIATION OF EQUITY AS AT 1ST APRIL 2018

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
<u>ASSETS:</u>				
Non-Current Assets				
Property, plant and equipment		0.13	-	0.13
Financial Assets				
Investments		291.10	-	291.10
Loans		554.90	(9.00)	545.90
Other financial assets		520.00	-	520.00
Deferred tax assets (net)		-	2.24	2.24
Other non-current assets		-	-	-
		1366.13	(6.76)	1359.37
Current Assets				
Inventories		-	-	-
Financial assets				
Investments		-	-	-
Trade receivables		-	-	-
Cash and cash equivalents		25.31	-	25.31
Other bank balances		10.31	-	10.31
Loans		-	-	-
Other financial assets		33.71	-	33.71
Current tax assets		67.48	-	67.48
Other current assets		0.75	-	0.75
		137.56	-	137.56
Total Assets		1503.69	(6.76)	1496.93
<u>EQUITY AND LIABILITIES:</u>				
Equity				
Equity share capital		992.00	-	992.00
Other equity	1	437.10	(6.74)	430.36
		1429.10	(6.74)	1422.36
Liabilities				
Non-current liabilities				
Financial liabilities		-	-	-
Borrowings	1	-	-	-
Other financial liabilities		-	-	-
Deferred tax liabilities (net)		0.02	(0.02)	-
Provisions		-	-	-
Other non-current liabilities		-	-	-
		0.02	(0.02)	-
Current liabilities				
Financial liabilities		-	-	-
Borrowings		-	-	-
Trade payables		0.73	-	0.73
Other financial liabilities		5.31	-	5.31
Provisions		-	-	-
-		-	-	-
Current tax liabilities		68.14	-	68.14
Other current liabilities		0.39	-	0.39
		74.57	-	74.57
Total Liabilities		1503.69	(6.76)	1496.93

RECONCILIATION OF EQUITY AS AT 31ST MARCH, 2019

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
ASSETS:				
Non-Current Assets				
Property, plant and equipment		0.09	-	0.09
Financial Assets				
Investments		291.10	-	291.10
Loans		18.90	(9.00)	9.90
Other financial assets		670.00	-	670.00
Deferred tax assets (net)		-	2.26	2.26
Other non-current assets		-	-	-
		980.09	(6.74)	973.35
Current Assets				
Inventories				
Financial assets				
Investments		-	-	-
Trade receivables		-	-	-
Cash and cash equivalents		32.47	-	32.47
Other bank balances		432.26	-	432.26
Loans		-	-	-
Other financial assets		49.80	-	49.80
Current tax assets (net)		81.16	-	81.16
Other current assets		2.94	-	2.94
		598.63	-	598.63
Total Assets		1578.72	(6.74)	1571.98
EQUITY AND LIABILITIES:				
Equity				
Equity share capital		992.00	-	992.00
Other equity	1	496.57	(6.73)	489.84
		1488.57	(6.73)	1481.84
Liabilities				
Non-current liabilities				
Financial liabilities		-	-	-
Borrowings	1	-	-	-
Other financial liabilities		-	-	-
Deferred tax liabilities (net)		0.01	(0.01)	-
Provisions		-	-	-
Other non-current liabilities		-	-	-
		0.01	(0.01)	-
Current liabilities				
Financial liabilities				
Borrowings		-	-	-
Trade payables		1.00	-	1.00
Other financial liabilities		7.26	-	7.26
Provisions		-	-	-
-		-	-	-
Current tax liabilities		80.75	-	80.75
Other current liabilities		1.13	-	1.13
		90.14	-	90.14
Total Liabilities		1578.72	(6.74)	1571.98

RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
REVENUE:				
Revenue from Operations		174.12	-	174.12
Other Income		-	-	-
Total Revenue		174.12	-	174.12
EXPENSES:				
Cost of material consumed		-	-	-
Purchases of stock-in-trade		-	-	-
Change in inventories		-	-	-
Employee benefits expense		11.42	-	11.42
Finance costs	1	0.01	-	0.01
Depreciation and amortisation expenses		0.04	-	0.04
Other expenses		21.09	-	21.09
Total Expenses		32.56	-	32.56
Profit before tax		141.56	-	141.56
Tax expenses				
Current tax		12.60	-	12.60
Earlier years' tax		0.05	-	0.05
Deferred tax		(0.01)	-	(0.01)
Profit for the year		128.92	-	128.92
Other Comprehensive income				
Items that will not be reclassified to profit or loss		-	-	-
Items that may be reclassified to profit or loss		-	-	-
Other Comprehensive income for the year		-	-	-
Total Comprehensive income for the year		128.92	-	128.92

Notes to reconciliation of equity and statement of profit and loss

- Under Ind AS, the Company recognized the provision for expected credit loss as per the Expected Credit Loss (ECL) policy of the Company as set out in accordance with Ind AS 101.
- Consequential tax impact of the other Ind AS transitional adjustments lead to temporary timing differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or through comprehensive income.
- There are no material adjustments of transition to the statement of cash flows to conform to Ind AS presentation for the year ended 31st March, 2019.

TAMBOLI CAPITAL LIMITED12nd ANNUAL REPORT 2019-20**Note No. 2****Property, plant and equipment**

(₹ in lacs)

Particulars	Office Equipment	Furniture & Fixtures	Total
Gross carrying value (at deemed cost)			
As at 1 st April 2018	0.74	0.04	0.78
Additions-	-	-	-
Disposals	-	-	-
As at 31 st March 2019	0.74	0.04	0.78
Additions	0.18	-	0.18
Disposals	-	-	-
As at 31 st March 2020	0.92	0.04	0.96
Accumulated Depreciation			
As on 1 st April 2018	0.63	0.02	0.65
Depreciation charged	0.04	-	0.04
Disposals	-	-	-
As at 31 st March 2019	0.67	0.02	0.69
Depreciation charged	0.05	0.01	0.06
Disposals	-	-	-
As at 31 st March 2020	0.72	0.03	0.75
Net carrying value			
As at 1 st April 2018	0.11	0.02	0.13
As at 31 st March 2019	0.07	0.02	0.09
As at 31 st March 2020	0.20	0.01	0.21

Note No. 3**Non-Current Investments**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
1. Investment valued at deemed cost, fully paid up			
Investment in Wholly Owned Subsidiary			
Tamboli Castings Limited	290.00	290.00	290.00
29,00,000 equity shares of ₹ 10 each			
	290.00	290.00	290.00
2. Investment valued at fair value through OCI			
Tamboli Chemico (India) Private Limited	1.10	1.10	1.10
11,000 equity shares of ₹ 10 each			
Total non-current investments	1.10	1.10	1.10
Aggregate amount of unquoted investments	291.10	291.10	291.10

Note No. 4

Loans (Unsecured)

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Loans: non-current			
A Wholly Owned Subsidiary			
Tamboli Castings Limited	-	-	536.00
Others	9.00	18.90	18.90
Less: allowance for doubtful debts	(9.00)	(9.00)	(9.00)
	<u>0.00</u>	<u>9.90</u>	<u>545.90</u>
Loans: current	-	-	-
Employees	1.47	-	-
	<u>1.47</u>	<u>-</u>	<u>-</u>
Total loans	<u>1.47</u>	<u>9.90</u>	<u>545.90</u>

Note No. 5

Other financial assets

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
A. Other non-current financial assets			
Term deposits with maturity of more than 12 months	1117.00	670.00	520.00
Total non-current financial assets	<u>1117.00</u>	<u>670.00</u>	<u>520.00</u>
B. Other current financial assets			
Interest receivables	19.27	49.80	33.71
Total current financial assets	<u>19.27</u>	<u>49.80</u>	<u>33.71</u>

Note No. 6

Deferred tax assets

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Deferred tax liabilities/(assets)			
On account of timing difference in			
Depreciation on property, plant & equipment	(0.01)	(0.01)	(0.02)
Provision for doubtful debts	2.27	2.27	2.26
	<u>2.26</u>	<u>2.26</u>	<u>2.24</u>

Note No. 7

Inventories

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Stock-in-trade	18.33	-	-
Total inventories	<u>18.33</u>	<u>-</u>	<u>-</u>

Note No. 8

Trade Receivables

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Trade receivables	0.05	-	-
Less: provision for doubtful debts	-	-	-
Total trade receivables	<u>0.05</u>	<u>-</u>	<u>-</u>

TAMBOLI CAPITAL LIMITED12nd ANNUAL REPORT 2019-20**Note No. 9****Cash and cash equivalents**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Balance with bank	49.49	7.88	24.42
Short term deposits	25.00	24.00	-
Cash on hand	0.31	0.59	0.89
Total cash and cash equivalents	<u>74.80</u>	<u>32.47</u>	<u>25.31</u>

Note No. 10**Other bank balances**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Deposits with maturity more than 3 months	15.00	425.00	5.00
Unclaimed dividend accounts *	7.81	7.26	5.31
Total other bank balances	<u>22.81</u>	<u>432.26</u>	<u>10.31</u>

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March 2020

Note No. 11**Income Taxes**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Income tax			
The following table provides the details of income tax assets and liabilities			
Income tax assets	12.49	81.16	67.48
Current income tax liabilities	(13.41)	(80.75)	(68.14)
Net balance	<u>(0.92)</u>	<u>0.41</u>	<u>(0.66)</u>
The gross movement in the current tax asset/(liability)			
Net current income tax asset at the beginning	0.41	(0.66)	
Income tax paid (net of refunds)	12.22	13.72	
Current income tax expense	(13.55)	(12.65)	
Income tax on other comprehensive income	-	-	
Net income tax asset at the end	<u>(0.92)</u>	<u>0.41</u>	
A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income tax is as below:			
Profit before tax	144.53	141.56	
Applicable income tax rate	25.17%	26.00%	
	<u>36.38</u>	<u>36.81</u>	
Effect of expenses not allowed for tax purpose	0.44	0.39	
Effect of income not considered for tax purpose	(23.26)	(24.55)	
	<u>(22.82)</u>	<u>(24.16)</u>	
Income tax charged to the Statement of Profit and Loss	<u>13.55</u>	<u>12.65</u>	

The Company elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019. Accordingly, the Company has recognised provision for income tax for the year ended March 31, 2020 and remeasured its deferred tax assets /liabilities based on the rate prescribed in the said section.

Note No. 12**Other current assets**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Input credit receivables	5.50	2.94	0.75
Advances to suppliers	0.53	-	-
Prepaid expenses	0.11	-	-
Other advances	-	-	-
Total other current assets	<u>6.14</u>	<u>2.94</u>	<u>0.75</u>

Note No. 13**Equity share capital**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Authorised:			
1,00,00,000 equity shares of ₹ 10 each	1000.00	1000.00	1000.00
	<u>1000.00</u>	<u>1000.00</u>	<u>1000.00</u>
Issued, Subscribed and Paid up			
99,20,000 equity shares of ₹ 10 each	992.00	992.00	992.00
Total equity share capital	<u>992.00</u>	<u>992.00</u>	<u>992.00</u>

Shares held by each shareholder holding more than five percent shares

Name of shareholder	As at 31 st March 2020		As at 31 st March 2019		As at 1 st April 2018	
	Nos.	%of holding	Nos.	%of holding	Nos.	%of holding
Vaibhav Bipin Tamboli	3450352	34.78	3450352	34.78	421408	4.25
Bipin F. Tamboli	-	-	-	-	3028944	30.53

Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 10 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share.

Note No. 14**Other equity**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
General reserve			
Balance at the beginning of the year	412.13	352.66	
Add: transferred from retained earnings	-	59.47	
Balance at the end of the year	<u>412.13</u>	<u>412.13</u>	<u>352.66</u>
Retained earnings			
Balance at the beginning of the year	77.70	77.70	
Profit for the year	130.98	128.92	
Appropriations			
Transfer to general reserve	-	(59.47)	
Final dividend, declared and paid during the year	(69.44)	(69.44)	
Dividend distribution tax	-	-	
Balance at the end of the year	<u>139.24</u>	<u>77.70</u>	<u>77.70</u>
Total other equity	<u>551.37</u>	<u>489.83</u>	<u>430.36</u>

General reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Company can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Retained earnings: Retained earnings are the profits that the Company has earned till date, transfers to general reserve, dividends or other distributions paid to shareholders.

TAMBOLI CAPITAL LIMITED12nd ANNUAL REPORT 2019-20**Note No. 15****Trade payable**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Trade payables			
Total outstanding dues of micro and small enterprise	-	-	-
Total outstanding dues of creditors other than micro and small enterprise	<u>1.03</u>	<u>1.00</u>	<u>0.73</u>
Total trade payables	<u>1.03</u>	<u>1.00</u>	<u>0.73</u>

Note No. 16**Other financial liabilities**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Unclaimed dividends	<u>7.81</u>	<u>7.27</u>	<u>5.31</u>
Total other financial liabilities	<u>7.81</u>	<u>7.27</u>	<u>5.31</u>

Note No. 17**Other current liabilities**

(₹ in lacs)

Particulars	31 st March2020	31 st March2019	1 st April 2018
Statutory liabilities	<u>0.12</u>	<u>0.13</u>	<u>0.14</u>
Advances from customers	<u>0.19</u>	<u>1.00</u>	<u>0.26</u>
Total other current liabilities	<u>0.31</u>	<u>1.13</u>	<u>0.39</u>

Note No. 18**Revenue from operations**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Revenue from sale of products		
Export sales	-	-
Domestic sales	<u>84.41</u>	<u>-</u>
	<u>84.41</u>	<u>-</u>
Other operating revenue:		
Interest receipts	<u>84.48</u>	<u>80.01</u>
Dividend receipts	<u>92.86</u>	<u>94.11</u>
	<u>177.34</u>	<u>174.12</u>
Total revenue from operations	<u>261.75</u>	<u>174.12</u>

Note No. 19**Other income**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Miscellaneous income	<u>0.15</u>	<u>-</u>
Total other income	<u>0.15</u>	<u>-</u>

Note No. 20**Change in inventories**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Closing stock		
Stock-in-trade	18.33	-
	<u>18.33</u>	<u>-</u>
Opening stock		
Stock-in-trade	-	-
	<u>-</u>	<u>-</u>
Changes in inventories	<u>(18.33)</u>	<u>-</u>

Note No. 21**Employee benefit expenses**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Salaries, wages and bonus	14.52	11.42
Contribution to provident fund & other funds	-	-
Staff welfare expenses	-	-
Total employee benefit expenses	<u>14.52</u>	<u>11.42</u>

Note No. 22**Finance costs**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Interest		
Banks	-	-
Others	-	0.01
	<u>-</u>	<u>0.01</u>
Other borrowing costs	-	-
Total finance costs	<u>-</u>	<u>0.01</u>

Note No. 23**Depreciation and amortisation expenses**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Depreciation on tangible assets	0.06	0.04
Total depreciation and amortization expenses	<u>0.06</u>	<u>0.04</u>

Note No. 24**Other expenses**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Selling and general expenses		
Other selling expenses	2.16	-
	<u>2.16</u>	<u>-</u>
Administrative and other expenses		
Director sitting fees	3.22	4.85
Travelling and conveyance expenses	9.00	5.88
Insurance premiums	0.41	0.35
Advertisement expenses	1.79	1.37
Legal and professional fees	5.81	5.82
Payment to auditors	0.80	0.80
Miscellaneous expenses	1.89	2.02
	<u>22.92</u>	<u>21.09</u>
Total other expenses	<u>25.08</u>	<u>21.09</u>

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Payment to auditors		
Audit fees	0.80	0.80
Taxation matters	-	-
	<u>0.80</u>	<u>0.80</u>

Note No. 25

Earnings per share

(₹ in lacs)

Particulars	2019-2020	2018-2019
Profit for the year (Indian ₹ in lacs)	130.98	128.92
Weighted average number of shares (Nos)	9920000	9920000
Earnings per share (basic and diluted) (₹)	1.32	1.30
Face value per share (₹)	10.00	10.00

Note No. 26

Fair value measurement

(₹ in lacs)

Particulars	31 st March 2020				31 st March 2019				1 st April 2018			
	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value
Financial assets												
Investments	-	1.10	290.00	291.10	-	1.10	290.00	291.10	-	1.10	290.00	291.10
Trade receivables	-	-	0.05	0.05	-	-	-	-	-	-	-	-
Loans: non-current	-	-	-	-	-	-	9.90	9.90	-	-	545.90	545.90
Loans: current	-	-	1.47	1.47	-	-	-	-	-	-	-	-
Other financial assets- non-current	-	-	1117.00	1117.00	-	-	670.00	670.00	-	-	520.00	520.00
Other financial assets-current	-	-	19.27	19.27	-	-	49.80	49.80	-	-	33.71	33.71
Cash and cash equivalents	-	-	74.80	74.80	-	-	32.47	32.47	-	-	25.31	25.31
Other bank balances	-	-	22.81	22.81	-	-	432.26	432.26	-	-	10.31	10.31
Total financial assets	-	1.10	1525.40	1526.50	-	1.10	1484.43	1485.53	-	1.10	1425.23	1426.33
Financial liabilities												
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-
Trade payables	-	-	1.03	1.03	-	-	1.00	1.00	-	-	0.73	0.73
Other financial liabilities-non-current	-	-	-	-	-	-	-	-	-	-	-	-
Other financial liabilities-current	-	-	7.81	7.81	-	-	7.26	7.26	-	-	5.31	5.31
Total financial liabilities	-	-	8.84	8.84	-	-	8.26	8.26	-	-	6.04	6.04

Note No. 27

Financial risk management

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings/ Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity Risk	Other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable securities
Market Risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the financial assets represents trade receivables and other receivables.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

(₹ in lacs)

Particulars	Less than or equal to one year	More than one year	Total
As on 31st March 2020			
Financial Assets			
Non-current investments	-	291.10	291.10
Loans	1.47	-	1.47
Trade receivables	0.05	-	0.05
Cash and cash equivalents	74.80	-	74.80
Other bank balances	22.81	-	22.81
Other financial assets	19.27	1117.00	1136.27
Total financial assets	118.40	1408.10	1526.50
Financial liabilities			
Long term borrowings	-	-	-
Short term borrowings	-	-	-
Trade payables	1.03	-	1.03
Other financial liabilities	7.81	-	7.81
Total financial liabilities	8.84	-	8.84
As on 31st March 2019			
Financial Assets			
Non-current investments	-	291.10	291.10
Loans	-	9.90	9.90
Trade receivables	-	-	-
Cash and cash equivalents	32.47	-	32.47
Other bank balances	432.26	-	432.26
Other financial assets	49.80	670.00	719.80
Total financial assets	514.53	971.00	1485.53
Financial liabilities			
Long term borrowings	-	-	-
Short term borrowings	-	-	-
Trade payables	1.00	-	1.00
Other financial liabilities	7.26	-	7.26
Total financial liabilities	8.26	-	8.26
As on 1st April 2018			
Financial Assets			
Non-current investments	-	291.10	291.10
Loans	-	545.90	545.90
Trade receivables	-	-	-
Cash and cash equivalents	25.31	-	25.31
Other bank balances	10.31	-	10.31
Other financial assets	33.71	520.00	553.71
Total financial assets	69.33	1357.00	1426.33
Financial liabilities			
Long term borrowings	-	-	-
Short term borrowings	-	-	-
Trade payables	0.73	-	0.73
Other financial liabilities	5.31	-	5.31
Total financial liabilities	6.04	-	6.04

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C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes

Note No. 28

Capital Management

The Company's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company.

The following table summarises the capital of the Company: (₹ in lacs)

Particulars	As at		
	31 st March 2020	31 st March 2019	1 st April 2018
Total debt	-	-	-
Total equity	1543.37	1481.83	1422.36
Total debt to equity ratio	-	-	-

Dividends (₹ in lacs)

Dividends recognised in the financial statements	31 st March 2020	31 st March 2019
Final dividend for the year ended 31 st March of ₹ 0.70 per equity share	69.44	69.44
Dividends not recognised in the financial statements		
The Board of Directors have recommended the payment of final dividend of ₹ 0.50 per share for the financial year 2019-20. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting	49.60	-

Note No. 29

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr. No.	Particulars	Country of incorporation
A	Subsidiaries	
1	Tamboli Castings Limited A Wholly Owned Subsidiary	India
B	Associates	
1	Tamboli Enterprise Limited (formerly known Tamboli Exim Limited)	India
2	Mebhav Investment Private Limited	India
C	Key management personnel and relatives	
1	Mr. Vaibhav B. Tamboli	Chairman, CEO & Whole Time Director
2	Dr. Abhinandan K. Jain	Independent Director
3	Mrs. Neha R. Gada	Independent Director
4	Mr. Anand B. Shah	Independent Director
5	Mr. Pradeep H. Gohil	Independent Director
6	Mr. Vipul H. Pathak	Chief Financial Officer
7	Ms. Priyanka D. Jasani	Company Secretary

Nature of transactions	Year ended 31 st March 2020	Year ended 31 st March 2019
Subsidiary		
Dividend received	92.80	92.80
Interest received	-	4.36
Repayment of loan granted	-	536.00
Outstanding balances:		
Loans -	-	
Associates		
Purchase of material and services		
Tamboli Enterprise Limited (formerly known Tamboli Exim Limited)	101.66	-
Mebhav Investment Private Limited	0.82	0.79
Key management personnel		
Mr. Vaibhav B. Tamboli	0.80	1.00
Dr. Abhinandan K. Jain	0.80	0.91
Mrs. Neha R. Gada	0.44	0.49
Mr. Bipin F. Tamboli	0.37	0.86
Mr. Pradeep H. Gohil	0.81	1.01
Mr. Tushar B. Dalal	-	0.11
Mrs. Bharati B. Tamboli	-	0.47
Total	3.22	4.85
Employee benefits expenses	9.36	8.77

- 30.** In the last week of March 2020, an outbreak situation arose in India on account of COVID 19. The Company has considered such outbreak situation as subsequent event to the Balance Sheet date i.e., March 31, 2020 in terms of Ind AS 10 "Reporting on Event After Balance Sheet Date" and has assessed the operational and financial risk on going forward basis. The management of the Company does not foresee any material adverse effects on the operations of the Company due to this global pandemic.
- 31.** Balances for trade receivables, trade payables and loans and advances are subject to confirmations from the respective parties.
- 32.** As none of the vendors are registered under Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year-end together with interests paid/payable under this act is not applicable.
- 33.** All the amounts are stated in ₹ in lacs, unless otherwise stated.
- 34.** Figures of previous years have been regrouped and rearranged wherever necessary.

Signatures to Notes No. 1 to 34

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: June 13, 2020

INDEPENDENT AUDITORS' REPORT

To
**The Board of Directors of
Tamboli Capital Limited**

Report on the Consolidated Financial Statements**Opinion**

We have audited the accompanying consolidated financial statements of **Tamboli Capital Limited** ("the Parent") and its wholly-owned subsidiary, Tamboli Castings Limited (the Parent and its subsidiary together referred to as "the Group") which comprise the consolidated balance sheet as at 31st March 2020, the consolidated statement of profit and loss and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020 and of the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of matters

We draw your attention to Note 38 to the consolidated Ind AS financial statements which explains the uncertainties and the management's assessment of the financial impact due to lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve.

Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters are not required to be communicated in the audit report of the subsidiary audited by the other auditors. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Shareholder's Information, but does not include financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditors, to the extent it relates to that entity and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from its financial statements audited by the other auditors. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements to give a true and fair view of the consolidated financial position,

consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosure, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The consolidated Ind AS financial statements include financial statements of a wholly-owned subsidiary which reflect total assets of ₹ 8,035.80 lacs as at 31st March, 2020, total revenues ₹ 5,189.90 lacs and net profit after tax (including other comprehensive income) of ₹ 359.74 lacs for the year as considered in the Consolidated Financial Statements. These financial statements are audited by other auditors whose report has been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to aforesaid subsidiary is based solely on the report of the other auditors.

The financial information of the Group for the year ended 31st March, 2019 and the transition date opening balance sheet as at 1st April, 2018 included in these consolidated Ind AS financial statements are based on the previously issued financial statements for the years ended 31st March, 2019 and 31st March, 2018 prepared in accordance with the Companies (Accounting Standards) Rules, as applicable, on which we had expressed our unmodified opinion dated 11th May, 2019 and 15th May, 2018 respectively. The adjustments to those consolidated financial statements for the differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion on the consolidated Ind AS financial statements above and our report on other Legal and Regulatory Requirements below is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- 1 As required by section 143(3) of the Act, based on or audit and on the consideration of the report of the other auditors on the financial statement of a subsidiary referred to in other matters section above, we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on 31st March 2020, and taken on record by the Board of Directors of the Parent and its subsidiary company incorporated in India, none of the directors is disqualified as on 31st March 2020, from being appointed as a director in terms section 164(2) of the Act;
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure – A may be referred;
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and according to the reports of the statutory auditors of the subsidiary company incorporated in India, remuneration paid by the Holding Company and its subsidiary company incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group;
 - ii The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary incorporated in India.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

ASHISH DAVE
Partner
Membership No. 170275
UDIN : 20170275AAAAABQ8503

Bhavnagar
June 13, 2020

ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2020, we have audited the internal financial controls over financial reporting of **Tamboli Capital Limited** ("the Parent") and its wholly-owned subsidiary, Tamboli Castings Limited (the Parent and its subsidiary together referred to as "the Group") which are companies incorporated in India.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorisations of management and directors of the respective companies included in the Group; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

TAMBOLI CAPITAL LIMITED

12nd ANNUAL REPORT 2019-20

Opinion

In our opinion, the Parent and its subsidiary company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Bhavnagar
May 11, 2019

For P A R K & COMPANY

Chartered Accountants

FRN: 116825W

ASHISH DAVE

Partner

Membership No. 170275

UDIN : 20170275AAAABQ8503

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lacs)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019	As at 1st April March 2018
ASSETS:				
Non-Current Assets				
Property, plant and equipment	2	2047.02	2019.63	2233.05
Capital work-in-progress		238.74	50.09	79.34
Financial Assets				
Investments	3	1.10	1.10	1.10
Loans	4	1.65	15.05	15.05
Other financial assets	5	1642.21	1131.12	784.87
Other non-current assets	6	36.84	20.34	19.21
		<u>3967.56</u>	<u>3237.33</u>	<u>3132.62</u>
Current Assets				
Inventories	7	1641.58	1258.23	855.69
Financial assets				
Trade receivables	8	797.34	1126.32	1147.64
Cash and cash equivalents	9	761.39	1373.16	732.76
Other bank balances	10	856.67	839.49	880.92
Loans	4	2.67	0.02	1.47
Other financial assets	5	364.00	382.41	691.87
Current tax assets	11	774.39	994.70	1064.01
Other current assets	6	143.86	101.46	56.71
		<u>5341.90</u>	<u>6075.79</u>	<u>5431.07</u>
Total Assets		<u>9309.46</u>	<u>9313.12</u>	<u>8563.69</u>
EQUITY AND LIABILITIES:				
Equity				
Equity share capital	12	992.00	992.00	992.00
Other equity	13	6285.15	5975.72	5367.82
		<u>7277.15</u>	<u>6967.72</u>	<u>6359.82</u>
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	14	104.22	215.80	309.62
Other financial liabilities	15	5.12	5.81	2.71
Provisions	16	29.46	19.31	16.87
Deferred tax liabilities	17	8.04	16.91	25.82
Other non-current liabilities	18	-	-	-
		<u>146.84</u>	<u>257.83</u>	<u>355.02</u>
Current liabilities				
Financial liabilities				
Borrowings	14	2.98	50.19	43.22
Trade payables	19			
Total outstanding dues to micro small enterprises		12.29	23.76	16.38
Total outstanding dues of creditors other than micro small enterprises		166.83	264.93	245.47
Other financial liabilities	15	414.20	247.08	399.71
Other current liabilities	18	464.99	422.14	18.41
Current tax liabilities	11	708.53	974.57	1025.47
Provisions	16	115.65	104.90	100.19
		<u>1885.47</u>	<u>2087.57</u>	<u>1848.85</u>
Total Liabilities		<u>9309.46</u>	<u>9313.12</u>	<u>8563.69</u>

The accompanying notes are an integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: June 13, 2020

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	Note No.	2019-2020	2018-2019
REVENUE:			
Revenue from Operations (net)	20	5215.72	5412.88
Other Income	21	143.27	45.65
Total Revenue		5358.99	5458.53
EXPENSES:			
Cost of material consumed	22	642.23	688.12
Purchases of stock-in-trade		96.04	-
Change in inventories	23	(349.34)	(317.06)
Employee benefits expense	24	917.61	876.95
Finance Costs	25	38.52	60.05
Depreciation and amortization expenses	26	297.33	334.12
Other expenses	27	3174.76	2849.04
Total Expenses		4817.15	4491.22
Profit Before Tax		541.84	967.31
Tax Expense			
Current Tax	11	143.71	276.60
Earlier Years' Tax		(0.60)	3.40
Deferred		(6.43)	(8.96)
Profit for the year from continuing operations		405.16	696.27
Other comprehensive income:			
Items that will not be reclassified to profit or loss		(9.64)	0.20
Items that may be reclassified to profit or loss		2.43	(0.06)
Other comprehensive income for the year		(7.21)	0.14
Total comprehensive income the year		397.95	696.41
Basic and diluted earning per share	28	4.08	7.02
Face Value per Equity Share (₹)		10.00	10.00

The accompanying notes are an integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: June 13, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

A SHARE CAPITAL

(₹ in lacs)

Particulars	31st March 2020	31st March 2019
Balance at the beginning of the year	992.00	992.00
Changes in equity shares capital during the year	-	-
At the end of the year	<u>992.00</u>	<u>992.00</u>

B OTHER EQUITY

(₹ in lacs)

Particulars	Reserves and surplus			Total
	General Reserve	Retained	Other comprehensive Income Acturial gain/(loss)	
As at 1 st April 2018	5202.92	163.54	1.37	5367.82
Profit for the year	-	696.27	-	696.27
Other comprehensive income for the year (net of tax)	-	-	0.14	0.14
Transfer from retained earnings to general reserve	109.48	(109.48)	-	-
Final dividend, declared and paid during the year	-	(69.44)	-	(69.44)
Dividend distribution tax	-	(19.08)	-	(19.08)
As at 31 st March 2019	<u>5312.40</u>	<u>661.81</u>	<u>1.51</u>	5975.72
Profit for the year	-	405.16	-	405.16
Other comprehensive income for the year (net of tax)	-	-	(7.21)	(7.21)
Transfer from retained earnings to general reserve	-	-	-	-
Final dividend, declared and paid during the year	-	(69.44)	-	(69.44)
Dividend distribution tax	-	(19.08)	-	(19.08)
As at 31 st March 2020	<u>5312.40</u>	<u>978.45</u>	<u>(5.70)</u>	6285.15

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

	2019- 2020		2018- 2019	
A Cash Flow from operating activities:				
Net Profit for the year		405.16		696.27
Adjustments for:-				
Depreciation	297.33		334.12	
Income tax expenses	136.68		271.04	
Reversal of impairment of loss on trade receivables	0.21		(0.63)	
Profit on disposal of property, plant & equipments	(0.31)		0.27	
Interest income	-		-	
Finance cost	38.53	472.43	60.05	664.85
Operating Profit Before Working Capital Changes		877.59		1361.12
Movements in working capital:				
Trade receivables	328.77		21.95	
Loans and advances and other financial assets	(499.11)		6.29	
Other current and non-current assets	(58.90)		(45.88)	
(Increase)/decrease in inventories	(383.35)		(402.54)	
Provisions	11.26		7.15	
Other current and non-current liabilities	42.85		403.73	
Decrease in trade and other payables	56.31	(502.17)	(124.64)	(133.94)
Cash Generated From Operations		375.42		1227.18
Income Tax Paid	(207.92)	(207.92)	(280.67)	(280.67)
Net Cash generated by operating activities			167.50	946.51
B Cash Flow from investing activities:				
Payment for property, plant and equipments	(515.51)		(92.73)	
Sale of fixed assets	2.44		1.01	
Interest received	-		-	
Net Cash (used in)/generated from investing activities			(513.07)	(91.72)
C Cash Flow from financing activities:				
Proceeds from borrowings	-		6.97	
Repayment of borrowings	(158.79)		(93.82)	
Interest Paid	(38.52)		(60.05)	
Dividend paid	(68.89)		(67.49)	
Net Cash used in financing activities		(266.20)		(214.39)
Net Increase in cash and cash equivalents		(611.77)		640.40
Cash and cash equivalents as at beginning of the year		1373.16		732.76
Cash and cash equivalents as at end of the year		761.39		1373.16

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) – Statement of Cash Flow.
2. Change in liability arising from financing activities (₹ in lacs)

Particulars	1 st April, 2019	Cash flows		31 st March 2020
		Receipts	Payments	
Current borrowings	50.19	604.61	651.82	2.98
Non-current borrowings	215.80	146.22	257.80	104.22
Total	265.99	750.83	909.62	107.20

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPP1047M
Place: Bhavnagar
Dated: June 13, 2020

Notes forming part of the financial statements for the year ended 31st March 2020

COMPANY INFORMATION

Tamboli Capital Limited (“the Company”) is a public limited company domiciled in India and incorporated on 17th April, 2008 under the provisions of the Companies Act applicable in India. The Company is engaged in investment and trading activities. The registered office of the Company is located at Mahavir Palace, 8-A, Kalubha Road, Bhavnagar – 364 002. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE).

The consolidated Ind AS financial statements (“the financial statements”) were authorized for issue in accordance with the resolution of the Board of Directors on 13th June, 2020.

1 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation and measurement: These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The financial statements for the year ended 31st March, 2020 are the first financial statements prepared by the Group under Ind AS. For all periods up to and including the year ended 31st March, 2019, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as ‘Previous GAAP’) used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements for the year ended 31st March, 2019 and the opening Balance Sheet as at 1st April, 2018 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from Previous GAAP to Ind AS on the Group’s balance sheet, statement of profit and loss and statement of cash flows are provided in note 1.3 c.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Group adopts operating cycle based on the project period and accordingly, all project related assets and liabilities are classified into current and non-current. The Group considers 12 months as normal operating cycle.

The Group’s financial statements are reported in Indian Rupees, which is also the Group’s functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Significant accounting policies:

a. **System of accounting**

The financial statements of the Group are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 (“Act”), except in case of significant uncertainties.

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. It is held primarily for the purpose of being traded:

- It is expected to be realized within 12 months after the reporting date;
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
 - It is expected to be settled in the Group’s normal operating cycle;
 - It is held primarily for the purpose of being traded;
 - It is due to be settled within 12 months after the reporting date;
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Group.

1.3. Basis for consolidation:

The financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of the subsidiary used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

These consolidated financial statements include results of a wholly-owned subsidiary company, Tamboli Castings Limited consolidated in accordance with Ind AS 110 "Consolidated Financial Statements" and have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the Act").

The consolidated financial statements have been prepared on the following basis:

Subsidiaries

- a) A subsidiary is an entity over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company.
- b) The Company combines the financial statements of the parent and its wholly-owned subsidiary company on a line by line basis, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions among the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Company.
- c) A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity.

c. Standards issued but not effective:

The amendments are proposed to be effective for reporting periods beginning on or after 1st April, 2020.

1 Ind AS 117 – Insurance Contracts:

Ind AS 117 supersedes Ind AS 104 Insurance Contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flow with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

2 Amendments to existing standards:

Ministry of corporate affairs has carried out amendments of the following accounting standards:

- Ind AS 103 – Business Combination
- Ind AS 1 – Presentation of financial statements
- Ind AS 8 – Accounting policies, changes in accounting estimates and errors
- Ind AS 40 – Investment property

The group is in the process of evaluating the impact of the new amendments issued but not yet effective.

d. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) On transition to Ind AS, the Group has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2018 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2018.
- (v) The Group depreciates property, plant and equipment on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.

e. Investments and financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Group changes its business model for managing financial assets.

Financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition.

f. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost, including all charges in bringing the materials to the present location, or net realizable value, whichever is lower.
- (ii) Finished goods and work-in-progress are valued at material cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Company.

g. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

h. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.

l. Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.

j. Financial liabilities

(i) Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

(ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

(iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

k. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

l. Revenue recognition

(i) Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

(ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.

(iii) Domestic sales are accounted for on dispatch from point of sale corresponding to transfer of significant risks and rewards of ownership to the buyer. Export sales are recognised on the date of mate's receipt/shipped on board signifying transfer of risks and rewards of ownership to the buyer as per terms of sales and initially recorded at the relevant exchange rates prevailing on the date of transaction.

(iv) Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

(v) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

m. Custom Duty and GST:

Purchased of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

n. Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

o. Impairment of non financial assets

As at each reporting date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

p. Taxation

- (i) Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (ii) Deferred tax is determined by applying the balance sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the reporting date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each reporting date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

q. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the company operates ("the functional currency"). The financial statements are presented in Indian Rupee (INR), which is the company's functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

r. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Company has no further obligations beyond the monthly contributions.
- (ii) The Company provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.
- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Company. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the Statement of Profit and Loss.

s. Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

t. Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

u. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

v. Segment reporting

Operating Segments are reported in manner which is consistent with the internal reporting system of the Company. The Chief Operating Decision Maker (CODM) is responsible for allocating the resources and reviews performance.

1.4 First-time adoption of Ind AS:

a. Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies as set out in note no. 1.2 above have been applied in preparing the financial statements for the year ended 31st March 2020, the comparative information presented in these financial statements for the year ended 31st March 2018 and in the preparation of an opening Ind AS balance sheet as at 1st April 2017 (the transition date). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in the financial statements prepared in accordance with the Accounting Standards notified under the Companies (accounting Standards) Rules, 2006 and other relevant provisions of the Act. An explanation of how transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

b. Exemption and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS, which are considered to be material and significant.

1. Ind AS provides a one time option to a first-time adopter either to measure its investment in subsidiaries companies as per previous GAAP carrying value or at fair value on the date of transition. The Company has elected to measure its investment in subsidiaries as per previous GAAP carrying value as on the date of transition to Ind AS.
2. On assessment of the estimates made under the previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those statements. However, estimates that were required under Ind AS but not required under previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.
3. Under Ind AS, remeasurements of post-employment benefit obligations, i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Previous GAAP, these remeasurements were forming part of the Statement of Profit and Loss for the year. There is no impact on the total equity.
4. Under Ind AS, all items of income and expenses recognised in a period should be included in the Statement of Profit and Loss for the period, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the Statement of Profit and Loss as 'other comprehensive income' includes remeasurements of defined benefit plans and tax effects thereon. The concept of other comprehensive income did not exist under the Previous GAAP.
5. Since, there is no change in the functional currency of the Company, it has opted to continue with the carrying values measured under the previous GAAP and use that carrying value as the deemed cost for property, plant and equipment and intangible assets on the date of transition except for land which is measured at fair value as on transition date.

c. Reconciliations between previous GAAP and Ind AS

The following reconciliations provide the explanations and quantification of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

1. Reconciliation of equity as reported under previous GAAP to Ind AS;
2. Reconciliation of profit or loss and total comprehensive income as reported under previous GAAP to Ind AS; and
3. Adjustments to statement of cash flows.

RECONCILIATION OF EQUITY AS AT 1ST APRIL 2018

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
ASSETS:				
Non-Current Assets				
Property, plant and equipment		2233.05	-	2233.05
Capital work-in-progress		79.34	-	79.34
Financial Assets				
Investments		1.10	-	1.10
Loans		35.58	(20.53)	15.05
Other financial assets		784.87	-	784.87
Other non-current assets		19.21	-	19.21
		<u>3153.15</u>	<u>(20.53)</u>	<u>3132.62</u>
Current Assets				
Inventories		855.69	-	855.69
Financial assets				
Investments		-	-	-
Trade receivables	1	1149.32	(1.68)	1147.64
Cash and cash equivalents		732.75	-	732.75
Other bank balances		880.92	-	880.92
Loans		1.47	-	1.47
Other financial assets		691.87	-	691.87
Current tax assets		1064.01	-	1064.01
Other current assets		56.72	-	56.72
		<u>5432.75</u>	<u>(1.68)</u>	<u>5431.07</u>
Total Assets		<u>8585.90</u>	<u>(22.21)</u>	<u>8563.69</u>
EQUITY AND LIABILITIES:				
Equity				
Equity share capital		992.00	-	992.00
Other equity	1,2,3	5404.03	(36.21)	5367.82
		<u>6396.03</u>	<u>(36.21)</u>	<u>6359.82</u>
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	1	309.62	-	309.62
Other financial liabilities		2.71	-	2.71
Deferred tax liabilities (net)	3	38.70	(12.88)	25.82
Provisions		16.87	-	16.87
Other non-current liabilities		-	-	-
		<u>367.90</u>	<u>(12.88)</u>	<u>355.02</u>
Current liabilities				
Financial liabilities				
Borrowings		43.22	-	43.22
Trade payables		261.85	-	261.85
Other financial liabilities		399.71	-	399.71
Provisions	2	2	73.31	26.88
100.19				
Current tax liabilities		1025.47	-	1025.47
Other current liabilities		18.41	-	18.41
		<u>1821.97</u>	<u>26.88</u>	<u>1848.85</u>
Total Liabilities		<u>8585.90</u>	<u>(22.21)</u>	<u>8563.69</u>

RECONCILIATION OF EQUITY AS AT 31ST MARCH 2019

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
ASSETS:				
Non-Current Assets				
Property, plant and equipment		2019.63	-	2019.63
Capital work-in-progress		50.09	-	50.09
Financial Assets				
Investments		1.10	-	1.10
Loans		35.58	(20.53)	15.05
Other financial assets		1131.12	-	1131.12
Other non-current assets		20.34	-	20.34
		<u>3257.86</u>	<u>(20.53)</u>	<u>3237.33</u>
Current Assets				
Inventories		1258.23	-	1258.23
Financial assets				
Investments		-	-	-
Trade receivables	1	1127.38	(1.06)	1126.32
Cash and cash equivalents		1373.16	-	1373.16
Other bank balances		839.49	-	839.49
Loans		0.02	-	0.02
Other financial assets		382.41	-	382.41
Current tax assets		994.70	-	994.70
Other current assets		101.46	-	101.46
		<u>6076.85</u>	<u>(1.06)</u>	<u>6075.79</u>
Total Assets		<u>9334.71</u>	<u>(21.59)</u>	<u>9313.12</u>
EQUITY AND LIABILITIES:				
Equity				
Equity share capital		992.00	-	992.00
Other equity	1,2,3	6012.71	(36.99)	5975.72
		<u>7004.71</u>	<u>(36.99)</u>	<u>6967.72</u>
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		215.80	-	215.80
Other financial liabilities		5.81	-	5.81
Deferred tax liabilities (net)	3	30.12	(13.21)	16.91
Provisions		19.31	-	19.31
Other non-current liabilities		-	-	-
		<u>271.04</u>	<u>(13.21)</u>	<u>257.83</u>
Current liabilities				
Financial liabilities				
Borrowings		50.19	-	50.19
Trade payables		288.69	-	288.69
Other financial liabilities		247.08	-	247.08
Provisions	2		76.29	28.61
104.90				
Current tax liabilities		974.57	-	974.57
Other current liabilities		422.14	-	422.14
		<u>2058.96</u>	<u>28.61</u>	<u>2087.57</u>
Total Liabilities		<u>9334.71</u>	<u>21.59</u>	<u>9313.12</u>

RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
<u>REVENUE:</u>				
Revenue from Operations (net)		5412.88	-	5412.88
Other Income	1	45.02	0.63	45.65
Total Revenue		5457.90	0.63	5458.53
<u>EXPENSES:</u>				
Cost of material consumed		688.12	-	688.12
Purchases of stock-in-trade		-	-	-
Change in inventories		(317.06)	-	(317.06)
Employee benefits expense	2	875.00	1.95	876.95
Finance costs	1	60.05	-	60.05
Depreciation and amortisation expenses		334.12	-	334.12
Other expenses		2849.04	-	2849.04
Total Expenses		4489.27	1.95	4491.22
Profit before tax		968.63	(1.32)	967.31
Tax expenses				
Current tax		276.60	-	276.60
Earlier years' tax		3.40	-	3.40
Deferred tax	3	(8.59)	(0.37)	(8.96)
Profit for the year		697.22	(0.95)	696.27
Other Comprehensive income				
Items that will not be reclassified to profit or loss	2	-	0.20	0.20
Items that may be reclassified to profit or loss	3	-	(0.06)	(0.06)
Other Comprehensive income for the year		-	0.14	0.14
Total Comprehensive income for the year		697.22	(0.81)	696.41

Notes to reconciliation of equity and statement of profit and loss

- Under Ind AS, the Group recognized the provision for expected credit loss as per the Expected Credit Loss (ECL) policy of the Company as set out in accordance with Ind AS 101. Differences in the provisions are adjusted under trade receivables.
- The Group recognizes the cost related to its post employment defined benefit plan on an actuarial basis both under previous GAAP and Ind AS. Under previous GAAP, entire cost including actuarial gains and losses and return on planned assets are charged to profit or loss. Under Ind AS, the actuarial gains and losses and returns on planned assets are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income.
- Consequential tax impact of the other Ind AS transitional adjustments lead to temporary timing differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or through comprehensive income.
- There are no material adjustments of transition to the statement of cash flows to conform to Ind AS presentation for the year ended 31st March, 2019.

Note No. 2
Property, plant and equipment

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipments	Office Equipment	Furniture & Fixture	Vehicles	Total
Gross carrying value (at deemed cost)							
As at 1 st April 2018	172.45	704.07	4163.02	222.35	36.12	200.79	5498.80
Additions	-	52.70	30.93	21.24	0.20	16.91	121.98
Disposals	-	-	-	-	-	(8.50)	(8.50)
As at 31 st March 2019	172.45	756.77	4193.95	243.59	36.32	209.20	5612.28
Additions	-	0.84	277.14	11.54	0.78	36.56	326.86
Disposals	-	-	(41.49)	-	-	-	(41.49)
As at 31 st March 2020	172.45	757.61	4429.60	255.13	37.10	245.76	5897.65
Accumulated Depreciation							
As on 1 st April 2018	-	240.03	2749.96	178.00	23.01	74.75	3265.75
Depreciation charged	-	24.71	267.26	17.99	2.59	21.57	334.12
Disposals	-	-	-	-	-	(7.22)	(7.22)
As at 31 st March 2019	-	264.74	3017.22	195.99	25.60	89.10	3592.65
Depreciation charged	-	23.89	223.71	20.15	3.19	26.40	297.34
Disposals	-	-	(39.36)	-	-	-	(39.36)
As at 31 st March 2020	-	288.63	3201.57	216.14	28.79	115.50	3850.63
Net carrying value							
As at 1 st April 2018	172.45	464.04	1413.06	44.35	13.11	126.04	2233.05
As at 31 st March 2019	172.45	492.03	1176.73	47.60	10.72	120.10	2019.63
As at 31 st March 2020	172.45	468.98	1228.03	38.99	8.31	130.26	2047.02

Note No. 3
Non-Current Investments

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Investment valued at fair value through OCI						
Tamboli Chemico (India) Private Limited 11,000 equity shares of ₹ 10 each	1.10	1.10	1.10	-	-	-
Total non-current investments	1.10	1.10	1.10	-	-	-
Aggregate amount of unquoted investments	1.10	1.10	1.10	-	-	-

Note No. 4
Loans (Unsecured)

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Loans						
to others	22.18	35.58	35.58	1.20	0.02	1.47
to employees	-	-	-	1.47	-	-
Total non-current investments	22.18	35.58	35.58	2.67	0.02	1.47
Less: Provision for doubtful debts	(20.53)	(20.53)	(20.53)	-	-	-
Total loans	1.65	15.05	15.05	2.67	0.02	1.47

Note No. 5

Other financial assets

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Term deposits with maturity of more than 12 months	1642.21	1131.12	784.87	-	-	-
Claim receivables	-	-	-	301.35	300.33	638.80
Interest receivables	-	-	-	62.65	82.08	53.07
Total other financial assets	1642.21	1131.12	784.87	364.00	382.41	691.87

Note No. 6

Other assets

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Capital advances	22.68	1.50	2.95	-	-	-
Security deposits	14.16	12.84	10.26	-	-	-
Prepaid expenses	-	-	-	30.29	46.09	29.53
Input credit receivables	-	-	-	41.50	10.31	2.38
Trade advances to suppliers	-	-	-	47.29	26.50	21.38
Advances to staff	-	-	-	1.60	10.41	0.53
Other advances	-	6.00	6.00	23.18	8.15	2.89
Total other assets	36.84	20.34	19.21	143.86	101.46	56.71

Note No. 7

Inventories

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Stores & Spares	434.53	362.66	326.21
Raw materials	53.76	91.61	42.59
Finished goods	482.61	299.53	210.76
Stock-in-trade	18.33	-	-
Work-in-progress	652.35	504.43	276.13
Total inventories	1641.58	1258.23	855.69

Note No. 8

Trade Receivables

(Unsecured, considered good unless otherwise stated)

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Trade receivables			
- from related parties	-	-	-
- from others	798.22	1127.37	1149.32
	<u>798.22</u>	<u>1127.37</u>	<u>1149.32</u>
Less: provision for doubtful debts	(0.88)	(1.05)	(1.68)
Total trade receivables	797.34	1126.32	1147.64

Note No. 9**Cash and cash equivalents**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Balance with bank	199.37	84.67	78.04
Short term deposits *	555.77	1284.00	648.28
Cash on hand	6.25	4.49	6.44
Total cash and cash equivalents	<u>761.39</u>	<u>1373.16</u>	<u>732.76</u>

* under lien against bank guarantees and letter of credits ₹ 130.77 Lacs

Note No. 10**Other bank balances**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Other term deposits	848.86	832.23	875.61
Unclaimed dividend accounts *	7.81	7.26	5.31
Total other bank balances	<u>856.67</u>	<u>839.49</u>	<u>880.82</u>

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March 2020

* under lien against bank guarantee and letter of credits ₹ 43.27 Lacs

Note No. 11**Income tax assets**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
The following table provides the details of income tax assets and liabilities			
Income tax assets	774.39	994.70	1064.01
Current income tax liabilities	(708.53)	(974.57)	(1025.47)
Net balance	<u>65.86</u>	<u>20.13</u>	<u>38.54</u>
The gross movement in the current tax asset/(liability)			
Net current income tax asset at the beginning	20.13	38.54	-
Income tax paid (net of refunds)	189.44	258.19	-
Current income tax expense	143.71	276.60	-
Income tax on other comprehensive income	-	-	-
Net current income tax asset at the end	<u>65.86</u>	<u>20.13</u>	<u>-</u>

Note No. 12**Equity share capital**

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Authorised:			
1,00,00,000 equity shares of ₹ 10 each	1000.00	1000.00	1000.00
	<u>1000.00</u>	<u>1000.00</u>	<u>1000.00</u>
Issued, Subscribed and Paid up			
99,20,000 equity shares of ₹ 10 each	992.00	992.00	992.00
Total equity share capital	<u>992.00</u>	<u>992.00</u>	<u>992.00</u>

Shares held by each shareholder holding more than five percent shares

Name of shareholder	As at 31 st March 2020		As at 31 st March 2019		As at 31 st March 2018	
	Nos.	%of holding	Nos.	%of holding	Nos.	%of holding
Vaibhav Bipin Tamboli	3450352	34.78	3450352	34.78	421408	4.25
Bipin F. Tamboli	-	-	-	-	3028944	30.53

Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 10 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid to the shareholders.

Note No. 13
Other equity

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
General reserve			
Balance at the beginning of the year	5312.40	5202.92	-
Add: transferred from retained earnings	-	109.48	-
Balance at the end of the year	5312.40	5312.40	5202.92
Retained earnings			
Balance at the beginning of the year	661.81	163.54	-
Profit for the year	405.16	696.27	-
Appropriations			
Transfer to general reserve	-	(109.48)	-
Final dividend, declared and paid during the year	(69.44)	(69.44)	-
Dividend distribution tax	(19.08)	(19.08)	-
Balance at the end of the year	978.45	661.81	163.54
Other components of equity			
Remeasurement of defined benefit plans (net of tax)	(5.70)	1.51	1.37
	(5.70)	1.51	1.37
Total other equity	6285.15	5975.72	5367.82

General reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Company can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Retained earnings: Retained earnings are the profits that the Company has earned till date, less transferred to general reserve, dividends or other distributions paid to shareholders

Remeasurement of defined benefit plans: The Company has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The company transfers amount from this reserve to retained earnings when the relevant obligations are derecognized.

Note No. 14
Borrowings

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Secured						
Term loans from banks	104.22	215.80	309.62	-	-	-
Working capital finance from banks	-	-	-	2.98	50.19	43.22
	104.22	215.80	309.62	2.98	50.19	43.22
Unsecured						
	-	-	-	-	-	-
	-	-	-	-	-	-
Total borrowings	104.22	215.80	309.62	2.98	50.19	43.22

Note No. 15

Other financial liabilities

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Current maturity of long-term debt	-	-	-	195.54	203.76	203.76
Security deposits	5.12	5.81	2.71	8.61	1.61	9.84
Interest accrued but not due on borrowings	-	-	-	2.32	3.31	4.75
Payables towards capital expenditure	-	-	-	189.67	-	140.40
Unclaimed dividends	-	-	-	7.81	7.26	5.31
Payable towards services received	-	-	-	3.31	30.48	32.00
Forward contracts premium payable	-	-	-	6.94	-	-
Payable towards other expenses	-	-	-	-	0.66	3.65
Total other financial assets	<u>5.12</u>	<u>5.81</u>	<u>2.71</u>	<u>414.20</u>	<u>247.08</u>	<u>399.71</u>

Note No. 16

Provisions

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Provision for leave encashment	22.43	19.31	16.87	6.40	6.15	6.00
Provision for bonus	-	-	-	72.24	70.09	67.29
Gratuity fund obligations	7.03	-	-	37.01	28.66	26.90
Total provisions	<u>29.46</u>	<u>19.31</u>	<u>16.87</u>	<u>115.65</u>	<u>104.90</u>	<u>100.19</u>

Note No. 17

Deferred tax liabilities

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Deferred tax liabilities/(assets)			
On account of timing difference in			
Depreciation on property, plant & equipment	32.34	37.34	46.28
Provision for doubtful debts	(2.27)	(2.27)	(2.27)
Disallowance u/s 40(a) and 43B of the Income Tax Act	(22.03)	(18.16)	(18.19)
	<u>8.04</u>	<u>16.91</u>	<u>25.82</u>

Note No. 18

Other liabilities

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Advances from customers	-	-	-	441.50	391.55	3.00
Statutory liabilities	-	-	-	21.05	30.59	15.41
Other liabilities	-	-	-	2.44	-	-
Total provisions	<u>-</u>	<u>-</u>	<u>-</u>	<u>464.99</u>	<u>422.14</u>	<u>18.41</u>

Note No. 19
Trade payables

(₹ in lacs)

Particulars	Non-current			Current		
	31 st March 2020	31 st March 2019	1 st April 2018	31 st March 2020	31 st March 2019	1 st April 2018
Trade payables						
Total outstanding dues of micro and small enterprises (refer note no)	-	-	-	12.29	23.76	16.38
Total outstanding dues of creditors other than micro and small enterprises	-	-	-	166.83	264.93	245.47
Total provisions	-	-	-	179.12	288.69	261.85

Note No. 20
Revenue from operations

(₹ in lacs)

Particulars	2019-2020	2018-2019
Revenue from sale of products		
Export sales	4329.03	4644.69
Domestic sales	508.59	429.55
	4837.62	5074.24
Other operating revenue:		
Export incentives and credits	151.69	164.30
Interest receipts	220.30	173.03
Other operating income	6.11	1.31
	378.10	338.64
Total revenue from operations	5215.72	5412.88

Note No. 21
Other income

(₹ in lacs)

Particulars	31.03.2019	31.03.2018
Foreign currency fluctuation gain	126.29	38.82
Profit on sale of assets (net)	0.31	-
Provision written back	-	0.63
Miscellaneous income	16.67	6.20
Total other income	143.27	45.65

Note No. 22
Cost of material consumed

(₹ in lacs)

Particulars	2019-2020	2018-2019
Raw materials consumed		
Opening stock	91.61	42.59
Add: Purchases	604.38	737.14
	695.99	779.73
Less: Closing stock	(53.76)	(91.61)
Total raw material consumed	642.23	688.12
Total cost of material consumed	642.23	688.12

Note No. 23**Change in inventories**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Closing stock		
Work-in-progress	652.35	504.42
Finished goods	482.61	299.53
Stock-in-trade	18.33	-
	<u>1153.29</u>	<u>803.95</u>
Opening stock		
Work-in-progress	504.42	276.13
Finished goods	299.53	210.76
Stock-in-trade	-	-
	<u>803.95</u>	<u>486.89</u>
Changes in inventories	<u>(349.34)</u>	<u>(317.06)</u>

Note No. 24**Employee benefit expenses**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Salaries, wages and bonus	701.34	663.72
Director remuneration	93.48	91.35
Gratuity	16.78	15.43
Leave compensation	5.74	5.78
Contribution to provident fund & other funds	77.23	74.82
Staff welfare expenses	23.04	25.85
Total employee benefit expenses	<u>917.61</u>	<u>876.95</u>

Note No. 25**Finance costs**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Interest and finance charge on financial liabilities carried at amortised cost		
Banks	36.54	58.84
Others	1.98	1.20
	<u>38.52</u>	<u>60.04</u>
Interest on income tax	-	0.01
Total finance costs	<u>38.52</u>	<u>60.05</u>

Note No. 26**Depreciation and amortisation expenses**

(₹ in lacs)

Particulars	2019-2020	2018-2019
Depreciation on tangible assets	297.33	334.12
Total depreciation and amortization expenses	<u>297.33</u>	<u>334.12</u>

Note No. 27

Other expenses

(₹ in lacs)

Particulars	2019-2020	2018-2019
Manufacturing expenses		
Power and fuel	644.40	581.45
Machinery repair and maintenance	35.81	48.12
Stores & Spares	1077.85	955.41
Fettling and other external processing charges	663.87	512.29
Other expenses	249.34	271.53
	<u>2671.27</u>	<u>2368.80</u>
Selling and general expenses		
Sales commission	28.27	44.96
Export freight and insurance	22.42	-
Other selling expenses	71.46	45.02
	<u>122.15</u>	<u>89.98</u>
Administrative and other expenses		
Travelling and conveyance expenses	92.40	102.95
Insurance premiums	8.10	6.45
Advertisement expenses	1.88	1.60
Repairs to buildings and others	39.76	30.48
Legal and professional fees	64.84	73.24
Corporate social responsibility expenses	19.47	19.80
Donations	1.12	0.75
Payment to auditors	5.32	3.99
Director sitting fees	4.30	6.60
Bank discount, commission and other charges	30.47	27.50
Rates and taxes	1.23	1.21
Provision for doubtful debts and balance written off	0.21	-
Loss on sale of assets (net)	-	0.27
Miscellaneous expenses	112.24	115.42
	<u>381.34</u>	<u>390.26</u>
Total other expenses	<u>3174.76</u>	<u>2849.04</u>

Expenditure towards Corporate Social Responsibility (CSR) activities

Amount to be spent u/s 135(5) of the Companies Act 2013	19.47	19.76
Amount spent during the year		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	19.47	19.80
	<u>19.47</u>	<u>19.80</u>

Payment to auditors

Audit fees (including quarterly limited review)	3.15	2.46
Taxation matters	0.25	0.25
Other services	1.92	1.28
	<u>5.32</u>	<u>3.99</u>

Note No. 28

Earnings per share

(₹ in lacs)

Particulars	2019-2020	2018-2019
Profit for the year (Indian ₹ in lacs)	405.16	696.27
Weighted average number of shares (Nos)	9920000	9920000
Earnings per share (basic and diluted) (₹)	4.08	7.02
Face value per share (₹)	10.00	10.00

Note No. 29
Fair value measurement

(₹ in lacs)

Particulars	31 st March 2020				31 st March 2019				1 st April 2018			
	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value
Financial assets												
Investments	-	1.10	-	1.10	-	1.10	-	1.10	-	1.10	-	1.10
Trade receivables	-	-	797.34	797.34	-	-	1126.32	1126.32	-	-	1147.64	1147.64
Loans: non- current	-	-	1.65	1.65	-	-	15.05	15.05	-	-	15.05	15.05
Loans: current	-	-	2.67	2.67	-	-	0.02	0.02	-	-	1.47	1.47
Other financial assets- non-current	-	-	1642.21	1642.21	-	-	1131.12	1131.12	-	-	784.87	784.87
Other financial assets-current	-	-	364.00	364.00	-	-	382.41	382.41	-	-	691.87	691.87
Cash and cash equivalents	-	-	761.39	761.39	-	-	1373.16	1373.16	-	-	732.76	732.76
Other bank balances	-	-	856.67	856.67	-	-	839.49	839.49	-	-	880.92	880.92
Total financial assets	-	1.10	4425.93	4427.03	-	1.10	4867.57	4868.67	-	1.10	4254.58	4255.68
Financial liabilities												
Long term borrowings *	-	-	299.76	299.76	-	-	419.56	419.56	-	-	513.38	513.38
Short term borrowings	-	-	2.98	2.98	-	-	50.19	50.19	-	-	43.22	43.22
Trade payables	-	-	179.12	179.12	-	-	288.69	288.69	-	-	261.85	261.85
Other financial liabilities-non-current	-	-	5.12	5.12	-	-	5.81	5.81	-	-	2.71	2.71
Other financial liabilities-current	-	-	218.66	218.66	-	-	43.32	43.32	-	-	195.95	195.95
Total financial liabilities	-	-	705.64	705.64	-	-	807.57	807.57	-	-	1017.11	1017.11

* including current maturities of long term debt

Note No. 30
Financial risk management

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings/ Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity Risk	Other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable securities
Market Risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Group. The maximum exposure of the financial assets represents trade receivables and other receivables.

In respect of trade receivables, the Group uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Group. The Group regularly reviews trade receivables and necessary provisions, wherever required, are made in the financial statements.

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

(₹ in lacs)

Particulars	Less than or equal to one year	More than one year	Total
As on 31st March 2020			
Financial Assets			
Non-current investments	-	1.10	1.10
Loans	2.67	1.65	4.32
Trade receivables	797.34	-	797.34
Cash and cash equivalents	761.39	-	761.39
Other bank balances	856.67	-	856.67
Other financial assets	364.00	1642.21	2006.21
Total financial assets	2782.07	1644.96	4427.03
Financial liabilities			
Long term borrowings	195.54	104.22	299.76
Short term borrowings	2.98	-	2.98
Trade payables	179.12	-	179.12
Other financial liabilities	218.66	5.12	223.78
Total financial liabilities	596.30	109.34	705.64
As on 31st March 2019			
Financial Assets			
Non-current investments	-	1.10	1.10
Loans	0.02	15.05	15.07
Trade receivables	1126.32	-	1126.32
Cash and cash equivalents	1373.16	-	1373.16
Other bank balances	839.49	-	839.49
Other financial assets	382.41	1131.12	1513.53
Total financial assets	3721.40	1147.27	4868.67
Financial liabilities			
Long term borrowings	203.76	215.80	419.56
Short term borrowings	50.19	-	50.19
Trade payables	288.69	-	288.69
Other financial liabilities	43.32	5.81	49.13
Total financial liabilities	585.96	221.61	807.57
As on 1st April 2018			
Financial Assets			
Non-current investments	-	1.10	1.10
Loans	1.47	15.05	16.52
Trade receivables	1147.64	-	1147.64
Cash and cash equivalents	732.76	-	732.76
Other bank balances	880.92	-	880.92
Other financial assets	691.87	784.87	1476.74
Total financial assets	3454.66	801.02	4255.68
Financial liabilities			
Long term borrowings	203.76	309.62	513.38
Short term borrowings	43.22	-	43.22
Trade payables	261.85	-	261.85
Other financial liabilities	195.95	2.71	198.66
Total financial liabilities	704.78	312.33	1017.11

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Group has several balances in foreign currency and consequently, the Group is exposed to foreign exchange risk. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

b) Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in lacs)

Particulars	Increase/decrease in basis points	Effect of profit before tax
March 31, 2020	+100	3.03
	-100	(3.03)
March 31, 2019	+100	4.70
	-100	(4.70)
April 1, 2018	+100	5.57
	-100	(5.57)

c) Exposure in foreign currency – Hedged

(₹ in lacs)

Currency	31 st March 2020	31 st March 2019	1 st April 2018
Option Contract - Buy			
SGD	9.78	-	-

d) Exposure in foreign currency – Unhedged

(₹ in lacs)

Currency	31 st March 2020	31 st March 2019	1 st April 2018
Receivables			
USD	7.07	10.14	9.56
EURO	3.62	5.11	5.97
Payables			
USD	5.84	5.60	-
EURO	0.33	-	-

e) Foreign currency sensitivity

The Group is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

(₹ in lacs)

Particulars	Currency	Change in rate	Effect of profit
March 31, 2020	USD	+5	4.65
	USD	-5	(4.65)
March 31, 2019	USD	+5	35.08
	USD	-5	(35.08)
April 1, 2018	USD	+5	31.17
	USD	-5	(31.17)
March 31, 2020	EURO	+5	12.94
	EURO	-5	(12.94)
March 31, 2019	EURO	+5	19.85
	EURO	-5	(19.85)
April 1, 2018	EURO	+5	24.11
	EURO	-5	(24.11)

Note No. 31

Capital Management

The Group's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Group ensures optimal credit risk profile to maintain/enhance credit rating.

The Group determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

The following table summarises the capital of the Group:

(₹ in lacs)

Particulars	As at		
	31 st March 2020	31 st March 2019	31 st March 2018
Total debt	302.74	469.75	556.60
Total equity	7277.15	6967.72	6359.82
Total debt to equity ratio	0.04	0.07	0.09

Dividends

(₹ in lacs)

Dividends recognised in the financial statements	31 st March 2020	31 st March 2019
Final dividend for the year ended 31 st March of ₹ 0.70 per equity share	69.44	69.44
Dividends not recognised in the financial statements		
The Board of Directors have recommended the payment of final dividend of ₹ 0.50 per share for the financial year 2019-20. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting	49.60	-

Note No. 32

Contingent Liabilities

(₹ in lacs)

No.	Particulars	31 st March 2020	31 st March 2019	1 st April 2018
1	In respect of guarantees given by the bank and counter guaranteed by the Company	145.39	119.41	93.09
2	In respect of disputed income tax liabilities	90.82	90.82	90.82
3	In respect of service tax and excise liabilities	2.76	2.76	13.00

Note No. 33
Employee benefits

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Company makes contributions to approved gratuity fund.

(₹ in lacs)

Particulars	31 st March 2020	31 st March 2019	1 st April 2018
Amount recognised in balance sheet			
Present value of funded defined benefit obligation	131.17	105.83	91.31
Fair value of plan assets	87.13	<u>77.17</u>	<u>64.41</u>
Net funded obligation	(44.04)	(28.66)	(26.90)
Expense recognised in the statement of profit and loss			
Current service cost	14.59	13.33	11.75
Interest on net defined benefit asset	2.19	2.10	2.04
Past service cost	<u>-</u>	<u>-</u>	<u>1.02</u>
Total expense charged to profit and loss Account	16.78	15.43	14.81
Amount recorded as other comprehensive income			
Opening amount recognised in OCI outside profit & loss Account			
Remeasurements during the period due to:			
Return on plan assets, excluding interest income	1.70	(0.51)	0.04
Actual (gain)/loses on obligation for the period	7.94	<u>0.31</u>	<u>(1.94)</u>
Closing amount recognised in OCI outside profit & loss account	9.64	(0.20)	(1.90)
Reconciliation of net liability/(asset)			
Opening net defined benefit liability/(asset)	28.66	26.90	28.24
Expense charged to profit and loss account	16.78	15.43	14.81
Amount recognised outside profit and loss account	9.64	(0.20)	(1.90)
Benefits paid	-	-	(5.03)
Employer contributions	(11.04)	<u>(13.48)</u>	<u>(9.22)</u>
Closing net defined benefit liability/(asset)	44.04	28.66	26.90
Movement in benefit obligation			
Opening of defined benefit obligation	105.83	91.31	-
Current service cost	14.59	13.34	-
Interest on defined benefit obligation	8.09	7.12	-
Actuarial loss/(gain) arising from change in financial assumptions	7.93	0.31	-
Benefits paid	(5.27)	<u>(6.25)</u>	<u>-</u>
Closing of defined benefit obligation	131.17	105.83	91.31
Movement in plan assets			
Opening fair value of plan assets	77.17	64.41	-
Return on plan assets	(1.71)	0.51	-
Interest income	5.90	5.02	-
Contributions by employer	11.04	13.48	-
Benefits paid	(5.27)	<u>(6.25)</u>	<u>-</u>
Closing of defined benefit obligation	87.13	77.17	64.41
Principal actuarial assumptions			
Discount Rate	7.64%	7.80%	7.22%
Salary escalation rate p.a.	7.00%	7.00%	7.00%

Sensitivity analysis for significant assumption is as shown below:

(₹ in lacs)

No.	Particulars	31 st March 2020	31 st March 2019	1 st April 2018
1	Discount Rate - 1% Increase	(8.64)	(6.80)	(6.26)
2	Discount Rate - 1% Decrease	10.02	7.85	7.24
3	Salary - 1% Increase	9.88	7.82	7.23
4	Salary - 1% Decrease	(8.68)	(6.90)	(6.37)
5	Employee Turnover - 1% Increase	(0.58)	0.08	0.15
6	Employee Turnover - 1%Decrease	0.63	(0.12)	(0.20)

The following are the expected future benefit payments for the defined benefit plan:

(₹ in lacs)

No.	Particulars	31 st March 2020	31 st March 2019	1 st April 2018
1	Within the next 12 months	16.76	12.06	6.75
2	Between 2 and 5 years	49.58	45.97	43.92
3	Beyond 5 years	176.03	159.15	147.67

Note No. 34

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2019-20, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(₹ in lacs)

No.	Particulars	31 st March 2020	31 st March 2019	1 st April 2018
1	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per MSMED Act)	-	-	-
2	Principal amount due to micro and small enterprise	12.29	23.76	16.37
3	Interest due on above	-	-	-

Note No. 35

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr. No.	Particulars	Country of incorporation
A Associates		
1	Tamboli Enterprise Limited (formerly known Tamboli Exim Limited)	India
2	Tamboli Travels & Tours	India
2	Mebhav Financial Services Private Limited	India
B Key management personnel and relatives		
1	Mr. B F Tamboli	Chairman & Non Executive Director
2	Mr. P A Subramanian	Vice Chairman
3	Mr. P S Shenoy (upto 3rd February, 2020)	Non Executive Director
4	Mr. Pradeep H Gohil	Independent Director
5	Dr. Abhinandan K Jain	Non Executive Director
6	Mrs. Neha Gada	Independent Director
7	Mr. Mehul Tamboli	Executive Director
8	Mr. Vaibhav Tamboli	Chairman, CEO & Whole Time Director/ Executive Director
9	Mr. Vipul H Pathak	Chief Financial Officer
10	Ms. Priyanka D Jasani	Company Secretary

Nature of transactions	Year ended	Year ended
	31 st March 2020	31 st March 2019
Associates		
Purchase of material and services		
Mebhav Financial Services Limited	16.47	28.47
Tamboli Travels & Tours	55.30	51.57
Tamboli Enterprise Limited (formerly known Tamboli Exim Limited)	101.75	-
Total	173.52	80.04
Outstanding balances:		
Tamboli Travels & Tours	0.91	2.73
Key management personnel		
Employee benefit expenses	102.84	100.12
Sitting fees		
Mr. B F Tamboli	0.24	0.45
Dr. Abhinandan K Jain	1.64	1.56
Mr. P S Shenoy	-	0.65
Mr. Vaibhav Tamboli	0.80	1.00
Mrs. Neha R Gada	0.44	0.49
Mr. B F Tamboli	0.37	0.86
Mr. Pradeep H Gohil	0.81	1.01
Mr. Tushar B. Dalal	-	0.11
Mrs. Bharati B. Tamboli	-	0.47
Total	4.30	6.60

Note No. 36

Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets		Share of profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	₹	As a % of consolidated profit or loss	₹	As a % of consolidated other comprehensive income	₹	As a % of consolidated total comprehensive income	₹
1. Parent								
Tamboli Capital Limited	21.21	1543.37	32.33	130.98	-	-	32.91	130.98
2. Subsidiary								
Tamboli Castings Limited	82.78	6023.72	90.58	366.98	100.00	(7.21)	90.41	359.77
Add/(Less) : Inter-company eliminations	(3.98)	(289.96)	(22.90)	(92.80)	-	-	(23.32)	(92.80)
Total	100.00	7277.13	100.00	405.16	100.00	(7.21)	100.00	397.95

Note No. 37

Segment reporting

The Group is organised into business units based on its products and services and has identified three reportable segments as follows:

- Investment activities
- Trading activities
- Manufacturing activities

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The management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

(₹ in lacs)

Segment Revenues, Results and Other Information	Investment		Trading		Manufacturing		Total	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Particulars								
REVENUE								
External revenue	220.37	1.31	84.41	-	4910.94	5238.54	5215.72	5239.85
Inter segment revenue	92.80	92.80	-	-	-	-	92.80	92.80
Total	313.17	94.11	84.41	-	4910.94	5238.54	5308.52	5332.65
Less: Elimination- Inter Segment revenue	(92.80)	(92.80)	-	-	-	-	(92.80)	(92.80)
Total Revenue	220.37	1.31	84.41	-	4910.94	5238.54	5215.72	5239.85
SEGMENT RESULTS	45.02	48.77	6.70	-	528.64	978.59	580.36	1027.36
Less: Unallocable expenditure/ (income) net of unallocable income/ expenditure	-	-	-	-	-	-	-	-
Operating Profit	45.02	48.77	6.70	-	528.64	978.59	580.36	1027.36
Less: Interest Expenses	-	(0.01)	-	-	38.52	60.06	38.52	60.05
Profit before tax	45.02	48.78	6.70	-	490.12	918.53	541.84	967.31
Less: Tax expenses	13.56	12.64	-	-	123.12	258.40	136.68	271.04
Net Profit after tax	31.46	36.14	6.70	-	367.00	660.13	405.16	696.27

Segment Assets and Liabilities

(₹ in lacs)

Particulars	Investment			Trading			Manufacturing			Total		
	As at March 31, 2020	As at March 31, 2019	As at 1st April 2018	As at March 31, 2020	As at March 31, 2019	As at 1st April 2018	As at March 31, 2020	As at March 31, 2019	As at 1st April 2018	As at March 31, 2020	As at March 31, 2019	As at 1st April 2018
Segment Assets	1255.29	1279.73	668.71	18.38	-	-	8035.79	8033.39	7894.98	9309.46	9313.12	8563.69
Unallocated Corporate Assets	-	-	-	-	-	-	-	-	-	-	-	-
Total Assets	1255.29	1279.73	668.71	18.38	-	-	8035.79	8033.39	7894.98	9309.46	9313.12	8563.69
Segment Liabilities	20.08	87.85	74.57	0.19	-	-	2012.04	2257.55	2129.30	2032.31	2345.40	2203.87
Unallocated Corporate Liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Total Liabilities	20.08	87.85	74.57	0.19	-	-	2012.04	2257.55	2129.30	2032.31	2345.40	2203.87

Revenue from External Customers

(₹ in lacs)

Particulars	2019-20	2018-19
India	508.59	429.55
Outside India	4329.03	4644.69
Total revenue as per statement of profit & loss	<u>4837.62</u>	<u>5074.24</u>

38. In the last week of March 2020, an outbreak situation arose in India on account of COVID 19. The Group has considered such outbreak situation as subsequent event to the Balance Sheet date i.e., March 31, 2020 in terms of Ind AS 10 "Reporting on Event After Balance Sheet Date" and has assessed the operational and financial risk on going forward basis.

In assessing the impact on the recoverability of financial and non-financial assets, the extent to which the COVID 19 pandemic will impact the Group's operations and financial results will depend on future developments, which are highly uncertain, including, among other things, any new information concerning the severity of the COVID 19 outbreak and any action to contain its spread or mitigate its impact whether government mandated or elected by the Group.

The impact on the operations and earnings/ cash flows of the Group due to COVID 19 outbreak may be assessed only after future developments and clarity on domestic and export customers' manufacturing facility which may affect projection of estimated revenue from operations and earnings for the next year. Though, the management will continue to closely monitor any material changes arising out of future economic conditions and impact on its business.

39. Balances for trade receivables, trade payables and loans and advances are subject to confirmations from the respective parties.

40. All the amounts are stated in ₹ in lacs, unless otherwise stated.

41. Figures of previous years have been regrouped and rearranged wherever necessary.

Signatures to Notes No. 1 to 41

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: June 13, 2020

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A. B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E
P.D. Jasani - CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: June 13, 2020

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