

TAMBOLI CAPITAL LTD

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E-filing through BSE Listing Centre

AC/1225/IX

July 8, 2017

The GENERAL MANAGER
CORPORATE RELATIONSHIP DEPARTMENT
Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street, Fort
Mumbai 400 001

Dear Sir,

Sub: Intimation of AGM Notice and E-Voting.
Ref: Scrip Code No. 533170, ISIN : INE864J01012.

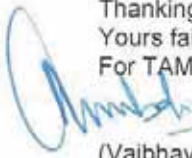
In the above regard, we would like to inform you as follows:

- 9th Annual General Meeting of the Company
The 9th Annual General Meeting of the Company will be held on August 8, 2017 at 1630 Hours at Hotel Nilambag Palace, Bhavnagar to transact the business as per the notice sent to members. Please find attached signed copy of notice of 9th AGM sent to members along with Annual Report of the Company for F.Y. 2016-2017.
- Book Closure dates:
As intimated earlier on May 18, 2017, the Register of Members of the Company will remain closed from July 28, 2017 to August 4, 2017 (both days inclusive) for the purpose of dividend and 9th Annual General Meeting to be held on August 8, 2017.
- E-Voting Facility:
Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company has established electronic voting ("remote voting") facility extended by Central Depository Services (India) Ltd (CDSL) for members to cast their votes for transacting business contained in the notice of 9th Annual General Meeting of the Company to be held on August 8, 2017.

The electronic voting will begins on August 4, 2017 at 10AM and ends on August 7, 2017 at 5PM.
- Scrutinizer:
Mr. Ashish Shah, a Practicing Company Secretary, proprietor of Ashish Shah & Associates, Ahmedabad was appointed as scrutinizer to scrutinize the polling taking place at 9th AGM and remote e-voting process in a fair and transparent manner.

Please take the above information on record.

Thanking you,
Yours faithfully,
For TAMBOLI CAPITAL LTD


(Vaibhav B. Tamboli)
DIRECTOR
Encl: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON TUESDAY EIGHTH DAY OF AUGUST 2017 AT HOTEL NILAMBAG PALACE, BHAVNAGAR AT 1630 HOURS, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2017, Profit & Loss statement and Cash Flow statement (including Consolidated Financial Statements) for the period ending on that date and the report of the Board of Directors and Auditors thereon.
2. To declare dividend for the Financial Year 2016-2017.
3. To appoint Mr. Bipin F. Tamboli, Director (DIN: 00145948), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company be and is hereby given to appoint PARK & Company, (Firm Registration No 116825W) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in the year 2022, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax/GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS :

5. Appointment of Mr. Vaibhav B. Tamboli (DIN: 00146081) as a 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 Mr. Vaibhav B. Tamboli (DIN: 00146081) was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2017 and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of the Companies Act, 2013 ("the Act") but who is eligible for appointment in respect of whom the Company has received notice in writing from a Member along with deposit under Section 160(1) of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 18, 2017

BY ORDER OF THE BOARD OF DIRECTORS
B.F. Tamboli
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00145948

Notes:

1. A member entitled to attend and vote at the above meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. The Proxy form duly completed and signed be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the companies/ bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

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4. 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.
5. 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.
6. A statement giving the relevant details of the Directors seeking appointment/re-appointment is annexed hereto.
7. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of the meeting of the Company.
8. 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 from July 29, 2017 to August 4, 2017 (both days inclusive).
9. 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.
10. 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).
11. Members desiring any information pursuant to an item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the AGM, to enable the Management to keep the information available at the meeting.
12. Under the provisions of Section 125 of the Companies Act, 2013, dividends remaining unpaid/unclaimed for a period over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The members may write to the Company for claiming the amount if any, relating to following years before it is transferred to the IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP fund
2011-2012	30.07.2012	29.07.2019	29.08.2019
2012-2013	10.08.2013	09.08.2020	09.09.2020
2013-2014	11.08.2014	10.08.2021	10.09.2021
2014-2015	12.08.2015	11.08.2022	11.09.2022
2015-2016	01.07.2016	30.06.2023	30.07.2023

13. Dividend, if sanctioned at the meeting will be 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 System (India) Ltd. (CDSL), as on the close of the day before start of Book Closure dated from July 29, 2017 to August 4, 2017 both days inclusive.
14. Dividend, if sanctioned at the meeting, will be paid to the members in Electronic Clearing Service (ECS) facility at the ECS facility available centers. 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.
15. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent can not act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
16. 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.
17. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).



18. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
19. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. 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. July 29, 2017.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 29, 2017 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Annual General Meeting.

The Instructions for members for voting electronically are as under:

- (i) The voting period begins on **August 4, 2017 at 10.00 a.m. and ends on August 7, 2017, 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) July 29, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://www.evotingindia.co.in>
- (iii) Click on "Shareholders" tab to cast your votes.
- (iv) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on SUBMIT Tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
- (xi) Click on the Electronic Voting Sequence No ("EVSN") of "TAMBOLI CAPITAL LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and the option NO implies that you dissent to the resolution



- (xiii) Click on the "RESOLUTION FILE LINK", if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by click on "Click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on forgot password and enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - m-voting for e-voting. M. voting app is available on Apple, Android, and Window based on mobile. Shareholders may log in to m-voting using their e voting credentials to vote for the company resolution(s)
- (xviii) Note for Non - Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
22. The Board of Directors of the Company has appointed Mr. Ashish Shah, a Practicing Company Secretary, Proprietor of Ashish Shah & Associates Ahmedabad as Scrutinizer to scrutinize the Polling taking place at annual general meeting and 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.
23. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, 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 shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tambolicapital.in. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
25. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is requested to bring with him/her an appropriate photo ID document like a Driving License, Passport, and Voter ID Card.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 18, 2017

BY ORDER OF THE BOARD OF DIRECTORS
B. F. Tamboli
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00145948



EXPLANATORY STATEMENT

Explanatory Statement pursuant to section 102 of the Company Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 5

Members be informed that as per the provisions of Section 161 of the Companies Act, 2013, the Board has accorded its approval for the appointment of **Mr. Vaibhav B. Tamboli** effective from February 11, 2017 pursuant to recommendation of Nomination and Remuneration Committee. He holds office upto the conclusion of the date of this Annual General Meeting. The Company has received notice from a member along with deposit under section 160 of the Companies Act, 2013 proposing the candidature of Vaibhav Tamboli for the office of director of the Company.

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.

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.

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. Considering his expertise and experience his appointment would be beneficial to the Company.

He was not disqualified from being appointed as Director in terms of section 164 of the Companies Act. As on March 31, 2017 he holds 421408 Equity Shares of face value of Rs. 10/- each in the Company.

None of the Directors, Key Managerial Personnel, or their relative, except Mr. Vaibhav himself and his relatives Mr. Bipin F. Tamboli and Mrs. Bharati B. Tamboli are directly/indirectly concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution as an ordinary resolution for your approval.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 18, 2017

BY ORDER OF THE BOARD OF DIRECTORS
B. F. Tamboli
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00145948



TAMBOLI CAPITAL LIMITED

9th ANNUAL REPORT 2016-17

Particulars of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Mr. Bipin F. Tamboli	Mr. Vaibhav B. Tamboli
DIN	00145948	00146081
Date of Birth	25.04.1944	22.10.1975
Date of Appointment/Re-appointment	17.04.2008	11.02.2017
Qualification	B.E. (Metallurgy)	B.E. (Mech.) & MBA (USA)
Designation	Chairman & Managing Director	Director
Expertise in Specific Functional Areas	1. General Management 2. Technology 3. Finance	1. General Management 2. Finance 3. Strategy 4. Operations 5. Technology
Disclosure of relationships between directors inter-se	Father of Mr. Vaibhav B. Tamboli and Husband of Mrs. Bharati B. Tamboli	Son of Mr. Bipin F. Tamboli and Mrs. Bharati B. Tamboli
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 Exim Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Tamboli Osborn Metaltech Pvt. Ltd. 6. Tamboli Profiles Pvt. Ltd.	1. Tamboli Castings Ltd. 2. Mebhav Investment Pvt. Ltd. 3. Tamboli Exim Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Tamboli Osborn Metaltech Pvt. Ltd. 6. Tamboli Profiles Pvt. Ltd.
Chairman/Member of committees of Board of company of which he/she is a Director	1 (Chairman) 2 (Member)	4 (Member)
Number of shares held in the Company	30,28,944	4,21,408

