

## TAMBOLI CAPITAL LIMITED

REGD. OFFICE : MAHAVIR PALACE,  
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BHAVNAGAR 364002  
GUJARAT, INDIA

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CIN : L65993GJ2008PLC053613

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with the  
Companies (Management and Administration) Rules, 2014]**

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), Secretarial Standard – II on General Meetings ("SS-II") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, (including any statutory modification(s) or enactment thereof for the time being in force), that the resolution appended below is for seeking consent of the shareholders of Tamboli Capital Limited ("the Company"), to pass the proposed resolutions for change of name of the Company to Tamboli Industries Limited, as an Special Resolutions through Postal Ballot by way of remote electronic voting (remote e-voting) only.

Pursuant to provisions of the above Act, the Rules, MCA Circulars and SEBI LODR Regulations the shareholders are required to communicate their assent or dissent through the remote e-voting system only i.e by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Company is sending Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, 26<sup>th</sup> May, 2023** (Cut-off date).

In respect of those Shareholders who have not registered their e-mail ids, the Company has provided the mechanism in this notice to register their e-mail ids and public notice to that effect would also be published in the newspapers.

The Board of Directors of the Company has appointed Mr. Ashish Shah, Practicing Company Secretary, Proprietor of M/s. Ashish Shah & Associates (Membership No. FCS 5974), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Act read with the Rules, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote E-voting. The Company has engaged the services of National Securities Depository Ltd. ("NSDL"), for the purpose of providing remote e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. on **Saturday, 1<sup>st</sup> July, 2023.**

The Scrutinizer will submit his report to any Directors or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on **Monday, 3<sup>rd</sup> July, 2023** and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.tambolicapital.in](http://www.tambolicapital.in) and on NSDL website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of remote E- Voting system only, provided by the Company.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

**To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or reenactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and subject to the approval of the Registrar of Companies- Ahmedabad, Gujarat ("the ROC") and other Regulatory Authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from **"TAMBOLI CAPITAL LIMITED"** to **"TAMBOLI INDUSTRIES LIMITED."**

**“RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 1st clause:

**“I. The Name of the Company is TAMBOLI INDUSTRIES LIMITED”.**

**“RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Ahmedabad, consequent upon change of name, the old name “Tamboli Capital Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name “Tamboli Industries Limited”.

**“RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby authorized severally to file all the necessary e-forms and / or returns and make an application in Form No. INC-24 and / or any other e-form to the ROC and /or to Central Government, Stock Exchanges and / or other Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to the change of name of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Vaibhav Bipin Tamboli, Chairman & Managing Director and Chief Executive Officer of the Company or any one of the Directors of the Company or Company Secretary of the Company be and are hereby, severally, authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as deem necessary, making application with Stock Exchange proper or desirable for the purpose of giving effect to this resolution.”

## **ITEM NO. 2**

### **TO APPROVE ALTERATION OF MEMORANDUM OF ASSOCIATION FOR DELETION OF OTHER OBJECTS:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, Ahmedabad, Gujarat, the consent of the shareholder be and is hereby accorded to delete entirely the Other Objects Clause III(C) i.e. Other Objects or Clause No. C. 1 to Clause C. 56 of the Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid deletions, alterations placed before the Meeting be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Date: 25.05.2023  
Place: Bhavnagar

By Order of the Board of Directors  
**TAMBOLI CAPITAL LIMITED**

Registered Office:  
Mahavir Palace 8-A,  
Kalubha Road,  
Bhavnagar-364002,  
Gujarat, India

**Sd/-**  
**Vaibhav Bipin Tamboli**  
**Chairman & Managing Director**  
**DIN: 00146081**

## NOTES:

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Businesses are being provided herewith.
- ii. In terms of the General Circular No. 11/2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") dated 28.12.2022 have further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2023, therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only. As the remote e-voting does not require a person to attend the meeting physically, the Shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. Vote by post shall be treated as invalid.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide remote e-voting facility to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by National Securities Depository Limited ('NSDL') instead of physical mode.
- iv. In compliance with the aforesaid MCA Circulars, this notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, 26<sup>th</sup> May, 2023**, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.
- v. Shareholders may note that the Notice will also be available on the Company's website at [www.tambolicapital.in](http://www.tambolicapital.in), websites of the Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of the e-voting agency - NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on **Friday, 26<sup>th</sup> May, 2023**, (Cut-off date) shall be eligible for remote e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only. It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
- vii. Remote E-voting will commence from **Friday, 2<sup>nd</sup> June, 2023** (9.00 A.M. IST) to **Saturday, 1<sup>st</sup> July, 2023** (5.00 P.M. IST). The remote e-voting shall not be allowed beyond the said date and time and the remote e-voting module shall be disabled thereafter.

- viii. Shareholders who are holding shares of the Company as on as on **Friday, 26<sup>th</sup> May, 2023**, (Cut-off date) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to get the notice of Postal Ballot by electronic means and vote there at.

<b>Physical holding</b>	Please provide necessary detail like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
<b>Demat holding</b>	For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

- ix. Institutional / Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in).
- x. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for the remote e-voting i.e. **Saturday, 1<sup>st</sup> July, 2023**. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in).
- xi. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. **Saturday, 1<sup>st</sup> July, 2023**, in terms of Secretarial Standard–II on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India.
- xii. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in).

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1:** Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through NSDL remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on from **Friday, 2<sup>nd</sup> June, 2023** (9.00 A.M. IST) to **Saturday, 1<sup>st</sup> July, 2023** (5.00 P.M. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 26<sup>th</sup> May, 2023**, (Cut-off date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <TAMBOLI CAPITAL LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “**Resolutions**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in), if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding remote e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Date: 25.05.2023  
Place: Bhavnagar

By Order of the Board of Directors  
**TAMBOLI CAPITAL LIMITED**

Registered Office:  
Mahavir Palace 8-A,  
Kalubha Road,  
Bhavnagar-364002,  
Gujarat, India

**Sd/-**  
**Vaibhav Bipin Tamboli**  
**Chairman & Managing Director**  
**DIN: 00146081**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

### **Item No. 1**

#### **To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company:**

The Board of Directors of the Company had, in its meeting through Circular mode on 18<sup>th</sup> April, 2023 approved the proposal of change of name of the Company from “**Tamboli Capital Limited**” to the new name “**Tamboli Industries Limited**”, or any other name as may be approved by the Registrar of Companies.

Tamboli Capital Limited is holding company of Tamboli Castings Limited and do not involve in any financial activities. The existing name reflects that Company is carrying out financial activities. Therefore it is proposed to change the name of the Company from Tamboli Capital Limited to Tamboli Industries Limited.

As a result of the change in the name, Clause I of the Memorandum of Association and Name in the Articles of Association of the Company are also required to be suitably amended.

For the aforesaid purpose in compliance with the provisions of Regulation 45 of the SEBI (LODR) Regulations, 2015 (‘the Regulations’), a Certificate has been issued by the practicing Chartered Accountant certifying that the conditions mentioned in Regulation 45 (1) of the Regulations has been complied with – enclosed with this Notice.

None of the other directors / key managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

The Board recommends the special resolution as set out herein for approval of members.

### **Item No.2:**

#### **TO APPROVE ALTERATION OF MEMORANDUM OF ASSOCIATION FOR DELETION OF OTHER OBJECTS:**

The members are hereby informed that the provisions of the Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter or delete Clause III (C) – Other Objects entirely.

Consequent to the deletion of other Object Clause III(C) the amended Memorandum of Association of the Company so as to comply with the provisions of the Companies Act, 2013 Alteration of Memorandum of Association requires approval of members of the Company by way of special resolution.

The Altered Memorandum of Association of the Company with the proposed changes are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 06.00 p.m. on all working days except Sundays till the date of the meeting.

Your Directors recommend the passing of the Resolution No. 2 of the Notice as a Special Resolution by the Members.

The resolution as proposed is recommended for approval.

None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

Date: 25.05.2023  
Place: Bhavnagar

By Order of the Board of Directors  
**TAMBOLI CAPITAL LIMITED**

Registered Office:  
Mahavir Palace 8-A,  
Kalubha Road,  
Bhavnagar-364002,  
Gujarat, India

**Sd/-**  
**Vaibhav Bipin Tamboli**  
**Chairman & Managing Director**  
**DIN: 00146081**

# **J. B. VANRA & CO.**

**Chartered Accountants**



**CA. Jignesh Vanra**  
(B.Com, ACA)  
Mo. No. : +91-9714745703  
Email Id: Cajigneshvanra@gmail.com

**Address:**

673, Khadela Street,  
Vaya- Vartej, Sidsar,  
Bhavnagar - 364 060

**To Whomsoever It May Concern.**

I, **Jignesh Vanra**, Proprietor of **J. B. Vanra & Co.**, Chartered Accountants certify that **M/s. Tamboli Capital Limited** having its registered office at Mahavir Palace, 8-A, Kalubha Road, Bhavnagar Gujarat 364 002 compliance with the following conditions at sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015:

Sr.No	Clause of Reg 45(1)	Compliance	Compliance of the company
a)	A time period of at least one year has elapsed from the last name change;	Complied	The company has not undergone any name change.
b)	At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or	Not Applicable	The new name of the Company does not suggest any new activity that will be undertaken by the company, hence the said clause not applicable to us.
c)	The amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity	Not Applicable	The new name of the Company does not suggest any new activity that will be undertaken by the company, hence the said clause not applicable to us.

**Place: Bhavnagar**  
**Date: 25/05/2023**

**For, J. B. VANRA & CO.**  
**Chartered Accountants**

JIGNESH  
BHARATBHAI  
VANRA

Digitally signed by JIGNESH  
BHARATBHAI VANRA  
Date: 2023.05.25 10:45:20 +05'30'

**(CA. Jignesh Vanra)**  
**Proprietor**  
**M.N.-182696**  
**F.R.N.:146745W**  
**UDIN: 23182696BGWAFE4070**