

TAMBOLI CAPITAL LTD.

REGD. OFFICE : MAHAVIR PALACE,
8-A, KALUBHA ROAD,
BHAVNAGAR 364002
GUJARAT, INDIA

TELEPHONE : (91) 886 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolicapital.in
WEBSITE : www.tambolicapital.in
CIN : L65993GJ2008PLC053613

E-filing through BSE Listing Centre

AC/1225/IX

July 03, 2023

The GENERAL MANAGER
CORPORATE RELATIONSHIP DEPARTMENT
BSE Limited
1st Floor, New Trading Ring, Rotunda Building,
P. J. Towers, Dalal Street, Fort
Mumbai 400001.

Dear Sir,

Sub: Result of Postal Ballot by remote e-voting process

This is further to our submission dated May 29, 2023 regarding Postal Ballot Notice ('Notice') for seeking approval of the Members of Tamboli Capital Limited ('the Company') on the following resolutions:

SN	Description of Resolutions
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.
2	To approve Alteration of Memorandum of Association for deletion of other objects.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with related Rules, as amended, the Company conducted the Postal Ballot by remote e-voting process as set out in the Notice.

The remote e-voting process concluded on Saturday, July 01, 2023, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the scrutinizer, we hereby inform that, the Members of the Company have duly passed the above Resolutions with requisite majority.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the details of the voting results (**Annexure A**) and the Report of the Scrutinizer (**Annexure B**).

The voting results and the Report of the Scrutinizer are being made available on the website of the Company www.tambolicapital.com, Bombay Stock Exchange www.bseindia.com under scrip code 533170 and on website of National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Thanking you,
Yours faithfully,
For TAMBOLI CAPITAL LTD

(Vipul H. Pathak)
DIRECTOR AND CFO
Enclosure: As above



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ANNEXURE A

A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

SN	Particulars	Details
1.	Date of Postal Ballot Notice	Thursday, 25.05.2023
2.	Cut-off Date	Friday, 26.05.2023
3.	Voting Start Date & Time	Friday, 02.06.2023 at 9:00 a.m. (IST)
4.	Voting End Date & Time	Saturday, 01.07.2023 at 5:00 p.m. (IST)
5.	Total Number of Shareholders as on the Cut-off Date	3500
No. of Members present in meeting either in person or proxy		
6.	Promoter & Promoter Group	NA
	Public	NA
No. of Members attended the meeting through Video Conferencing		
7.	Promoter & Promoter Group	NA
	Public	NA

B. RESULTS OF THE POSTAL BALLOT

SN	Agenda	Resolution Required	Mode of Voting	Remarks
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.	Special	Remote E-voting	Passed with requisite majority
2.	To approve Alteration of Memorandum of Association for deletion of other objects.	Special		



RESOLUTION NO. 1

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	5191012	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		5191012	52.33	5191012	0	94.39	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	4728988	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		308296	3.11	306756	1540	5.58	0.0000
Total	Total	9920000	5499308	55.44	5497768	1540	99.97	0.03
Whether resolution is Pass or Not.							Yes	



RESOLUTION NO. 2

Resolution required: (Ordinary / Special)		Special											
Whether promoter/promoter group are interested in the agenda/resolution?		No											
Description of resolution considered		To approve Alteration of Memorandum of Association for deletion of other objects.											
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00					
	Poll	5191012	0	0.00	0	0	0.00	0.00					
	Postal Ballot		5191012	52.33	5191012	0	94.44	0.00					
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00					
	Poll	0	0	0.00	0	0	0.00	0.00					
	Postal Ballot		0	0.00	0	0	0.00	0.00					
Public- Non Institutions	E-Voting		0	0.00	0	0	0.00	0.00					
	Poll	4728988	0	0.00	0	0	0.00	0.00					
	Postal Ballot		305685	6.46	304145	1540	5.53	0.03					
Total	Total	9920000	5496697	58.79	5495157	1540	99.97	0.03					
Whether resolution is Pass or Not.												Yes	





ASHISH SHAH & ASSOCIATES

Company Secretaries & Trade Mark Agent | Insolvency Resolution Professional

402, "Shaival Plaza", 4th Floor, Gujarat College Road, Besides Hope Hospital, Ellisbridge, Ahmedabad - 380 006.
Mobile : 098259 40391 | Tel. : 079-26420336 / 7 / 9 | Fax : 079-26424100 | E-mail : ashish@ravics.com

July 03, 2023

To,
The Chairman
TAMBOLI CAPITAL LIMITED
MAHAVIR PALACE,
8-A, KALUBHA ROAD,
BHAVNAGAR-364002
GUJARAT

Respected Sir,

Sub.: Scrutinizer Report

The Board of Directors of TAMBOLI CAPITAL LIMITED (hereinafter referred to as "Company"), at its meeting held on May 25, 2023 appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") is complied with.

In terms of section 110 of the Act and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 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 (the "MCA Circulars"), Company can take all the decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.

The MCA has further clarified vide its circular no. 11/2022 dated December 28, 2022 that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2023, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as well as the framework provided in the MCA Circulars is applicable mutatis mutandis.

The Company has accordingly sent Postal Ballot Notice by email to all its shareholders for passing 2 Special Resolution for the special businesses as mentioned in the notice of postal ballot dated May 25, 2023 who have registered their email addresses with the Company or depository / depository participants/Registrar and Share Transfer Agent (RTA) and the communication of assent / dissent of the members are taken place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent or dissent through the remote e-voting system only.





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The Company has availed E-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by members of the Company and as permissible under the Act, notice to the shareholders were sent through e-mail whose e-mail id were registered with the Company/Depository Participant/Registrar and Transfer Agent. The Company has also provided an option for remote e-voting to those shareholders, who held shares in Physical form. The remote e-voting portal remained open for voting from Friday, June 02, 2023 at 9:00 Hours IST and ends on Saturday, July 01, 2023 at 17:00 Hours IST both days inclusive. The shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, May 26, 2023 were entitled to vote on the resolutions (item nos. 1 to 2 as set out in notice of postal ballot dated May 25, 2023).

A public notice in newspaper informing the members about dispatch of notice and commencement of postal ballot was published on Tuesday, May 30, 2023. Members have been informed that those shareholders who were members of the Company as on cut-off date, i.e. Friday, May 26, 2023, and who have not, received notice of postal ballot and postal ballot form can request for a duplicate copy of postal ballot notice, if so required, and the postal ballot notice and postal ballot form can be downloaded from the website of the Company or website of NSDL.

The Shareholders were required to cast their vote online through remote e-voting on or before Saturday, July 01, 2023 at 17:00 Hours IST on the basis of User-id and password provided to them by NSDL.

Remote e-voting register was kept bearing particulars of names, address, folio nos. of shares along with assent and dissent was recorded herein. Summary of the remote e-voting with their pattern of voting is as per **Annexure-A**.

As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed on the last date specified for remote e-voting.

The term "requisite majority" which refers to the context of ordinary resolution and special resolution as defined under section 114 of the Act, means:

- a) Intention to propose the resolution as ordinary / special resolution duly specified in the notice as the case may be
- b) Notice required under the Act was duly given
- c) The votes cast in favour of the resolution is more than the votes cast against in case of ordinary resolution and in case of special resolution the votes cast in favour is three times more than the votes cast against.





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As the conditions prescribed under section 114 of the Act are complied with, all the resolutions are considered to have been approved by the shareholders as on last date specified for remote e-voting i.e. on Saturday, July 01, 2023 at 05.00 hours IST.

You are requested to take note of the above and oblige. We are enclosing report generated from the website of NSDL, with regard to electronic voting for your records.

Thanking you

Yours truly,

For, Ashish Shah & Associates
Company Secretaries

(Ashish Shah)
Proprietor
Scrutinizer
FCS - 5974
COP- 4178
UDIN-F005974E000536361



Countersigned by

Tamboli
Vaibhav
Bipin

Digitally signed by Tamboli Vaibhav
Bipin
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Mr. Vaibhav Bipin Tamboli
Chairman
TAMBOLI CAPITAL LIMITED



ASHISH SHAH & ASSOCIATES

Company Secretaries & Trade Mark Agent | Insolvency Resolution Professional

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Annexure-A

Voting Pattern of Electronic Vote

Particulars	No. of Share holders Voted in favour	No. of shares in favour	% of shares in favour	No. of Shareholders voted against	No. of shares against	% of shares against	No. of Shareholders Votes abstained	No. of Shares abstained	No. of Share holder s - Invalid Votes	No. of Shares - Invalid Votes
RESOLUTION 1 (Special Resolution) To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company:	49	5497768	99.97%	4	1540	0.03%	Nil	Nil	Nil	Nil





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Particulars	No. of Share holders Voted in favour	No. of shares in favour	% of shares in favour	No. of Shareholders voted against	No. of shares against	% of shares against	No. of Shareholders Votes abstained	No. of Shares abstained	No. of Share holders Invalid Votes	No. of Shares Invalid Votes
RESOLUTION 2 (Special Resolution) To approve alteration of Memorandum of Association for deletion of Other Objects:	45	5495157	99.97	4	1540	0.03%	Nil	Nil	Nil	Nil

For, Ashish Shah & Associates
Company Secretaries

(Ashish Shah)
Proprietor
Scrutinizer
FCS - 5974
COP- 4178
UDIN- F005974E000536361



Countersigned by

**Tamboli
Vaibhav
Bipin**

Digitally signed by Tamboli Vaibhav Bipin
DN: cn=N, o=Personal,
2.5.4.20=24e9d5e8efad5570927a1f6
6cabad46daed40sec338d1912458eb
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st=Gujarat,
serialNumber=a6af034f26662309ade
7b09dd88373acc63d194375b806a5f
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Vaibhav Bipin
Date: 2023.07.03 16:16:50 +05'30'

Mr. Vaibhav Bipin Tamboli
Chairman
TAMBOLI CAPITAL LIMITED