

## TAMBOLI CAPITAL LIMITED

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

### POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to provisions of Section 110 of Companies Act, 2013, as amended ("the Act") read with Rule 20 & Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ("the Rules") including any statutory modification or re-enactment thereof for the time being in force and in accordance with General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") that Tamboli Capital Limited ("the Company") is seeking approval from its members by way of passing Ordinary and Special Resolutions appended herein below, through postal ballot only by way of remote e-voting.

Further, the MCA has, vide the aforementioned Circular dated 13<sup>th</sup> April 2020, permitted the dispatch of Postal Ballot Notices by email to the Members who have registered their email addresses with the Company / Registrar and Transfer Agent (RTA) i.e. MCS Share Transfer Agent Limited / Depository Participant / Depository and secure their votes through remote e-voting. In respect of those Members who have not registered their email addresses, the Company has provided the mechanism in this notice to register their email addresses and a public notice to that effect will be published.

The Board of Directors of the Company has appointed Mr. Ashish Shah (FCS 5974 and CoP No. 4178), Practicing Company Secretary, Ahmedabad as Scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide remote e-voting facility to enable the Members of the Company to cast their votes electronically. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote e-voting only. The Company has engaged the services of National Securities Depository Limited (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 provided in the Notes under the Section 'Voting through electronic means' and cast their votes not later than 5:00 p.m. (IST) on Saturday 18<sup>th</sup> June, 2022.

Accordingly, draft Ordinary / Special Resolutions along with their Explanatory Statement setting out material facts concerning this resolution and rationale are annexed hereto for your consideration.

The Board has appointed Ms. Priyanka Dineshkumar Jasani, Company Secretary of the Company to take all necessary steps, acts, deeds and things as may be required to complete procedural and other formalities for passing the resolutions through Postal Ballot.

## **SPECIAL BUSINESSES:**

### **1. APPOINTMENT OF MR. VIPUL H. PATHAK AS A DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** subject to provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, including the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Vipul Pathak (DIN: 09391337), who was appointed as an Additional Director w.e.f. November 12, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**FURTHER RESOLVED THAT** any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

### **2. APPOINTMENT OF MR. VIPUL PATHAK AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and in accordance with the recommendations received from the Nomination and Remuneration Committee and the Board, consent of the members be and is hereby given to appoint Mr. Vipul Harshadrai Pathak (DIN: 09391337) as Whole Time Director of the Company for a period of 5(five) years effective from 12.11.2021 to 11.11.2026 at the remuneration and upon such terms and conditions as contained in the agreement entered into between the Company and Mr. Vipul Harshadrai Pathak, and the summary of the said terms are mentioned in the explanatory statement in this notice.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as ‘the Board’) of the Company be and is hereby authorized to exercise powers and it’s discretion, to alter and vary from time to time the terms and conditions of the said appointments, subject to same is in compliance with the provisions of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

### 3. APPOINTMENT OF MR. SUKETU SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 17(1)(C) and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Suketu Nareshbhai Shah (DIN: 07211283) was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 25.03.2022 and holds office in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company, for a period of 5 consecutive years i.e. from 25.03.2022 to 24.03.2027.”

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

### 4. RE-CLASSIFICATION OF STATUS FROM PROMOTER CATEGORY TO PUBLIC CATEGORY:

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), the approval of the Members be and is hereby accorded for re-classification of following shareholders of Promoter Group for reclassification of their status from “Promoter and Promoter Group” category to “Public” category of the Company.

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of Shareholding
1.	Mr. Mehul Bipin Tamboli	NIL	NIL
2.	Mrs. Julie Mehul Tamboli	NIL	NIL
3.	Ms. Anushri Mehulbhai Tamboli	928	0.01
4.	Mr. P. A. Subramanian	3200	0.03

**RESOLVED FURTHER THAT** the above applicants have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions as mentioned below as per Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” to “Public”.

**RESOLVED FURTHER THAT** that the promoters seeking re-classification along with the persons related to the promoters seeking reclassification and person acting in concert will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI Listing Regulations and will ensure necessary compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

By order of Board of Directors  
**For Tamboli Capital Limited**

**Date:** 7<sup>th</sup> May, 2022  
**Place:** Bhavnagar

**Registered Office:**  
Mahavir Palace 8-A,  
Kalubha Road,  
Bhavnagar - 364001.

Sd/-  
(Vaibhav Tamboli)  
**Whole-time Director & CEO**  
DIN: 00146081

## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No. 1 to 4.
2. In conformity with MCA circular, Notice will be sent through electronic means only to the Member(s) whose names appear in the Register of Members/ List of Beneficial Owners of the Company as on the cut-off date Friday, 13<sup>th</sup> May, 2022 and the said date will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by NSDL. The instructions for remote e-voting are annexed to this Notice. The remote e-voting shall commence on Friday, 20<sup>th</sup> May, 2022 at 9.00 a.m. (IST) and shall end on Saturday, 18<sup>th</sup> June, 2022 at 5.00 p.m. (IST). Remote E-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company ("the Board"), has appointed Mr. Ashish Shah, Practicing Company Secretary, Ahmedabad (Membership No. FCS 5974 and CoP No. 4178) as the Scrutinizer, for conducting the remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of votes cast will be final.
5. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Saturday, 18<sup>th</sup> June, 2022.
6. Members can raise questions in advance at [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in).
7. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. (IST) to 05:00 p.m. (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
8. The Notice has also been placed on Company's website: [www.tambolicapital.in](http://www.tambolicapital.in) and NSDL's e-voting website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) website and will also be available on the website of stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com).
9. Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [ashish@ravics.com](mailto:ashish@ravics.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. 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.

11. 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).
12. 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](mailto:direct1@tambolicapital.in). The same will be replied by the Company suitably.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. The Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**VOTING THROUGH ELECTRONIC MEANS:**

**The instructions for Members voting electronically are as under:**

- a) The voting period begins on Friday, 20<sup>th</sup> May, 2022 at 9.00 a.m. (IST) and shall end on Saturday, 18<sup>th</sup> June, 2022 at 5.00 p.m. (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 13<sup>th</sup> May, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- b) The details of the process and manner for remote e-voting are explained herein below:  
Step 1: Access to NSDL e-Voting System
  - a) Log-in method for e-voting for Individual shareholders holding securities in demat mode;
  - b) Login Method for Shareholders other than Individual Shareholders holding Securities in demat mode and Shareholders holding securities in physical mode.

**Details on Step 1 are mentioned below:**

**A) Login Method for e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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.nsdl.com/">https://eservices.nsdl.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
---------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 022-23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- I) 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.
- II) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section
- III) 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.

IV) 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 116873 then user ID is 116873001***



- V) Password details for shareholders other than Individual shareholders are given below:
- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - ii. 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.
  - iii. How to retrieve your "initial Password"?
- a) 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. .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'.
  - b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
- VI) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:
- i. "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- VII) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII) Now, you will have to click on "Login" button.
- IX) After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step-2 are given below:**

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

- I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- II. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
- III. Now you are ready for e-voting as the Voting page opens.
- IV. 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 "Confirm" when prompted.

- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- c) In case of any queries with respect to the manner of voting, 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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

**ITEM NO. 1:**

Based on recommendation of Nomination and Remuneration Committee, Mr. Vipul H. Pathak was appointed as an Additional Director (designated as Non-Executive Director) by the Board of Directors of the Company with effect from November 12, 2021 pursuant to Section 161 of the Companies Act, 2013 (the "Act") and in accordance with the Articles of Association of the Company.

A brief profile of Mr. Vipul H. Pathak is given separately in Annexure to this Notice.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further keeping in view the above-mentioned regulatory requirement and considering the experience and expertise of Mr. Vipul H. Pathak, approval of the Members is sought for his appointment as Director of the Company. Once appointed, Mr. Vipul H. Pathak shall be liable to retire by rotation pursuant to Section 152 of the Act.

Mr. Vipul H. Pathak had provided his consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, prior to his appointment by the Board of Directors of the Company. The Company has also received a notice in writing under the provisions of Section 160 of the Act from a Member proposing his candidature for the office of Director. Hence, in the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under SEBI LODR for appointment as Director of the Company.

Accordingly, pursuant to the recommendation of Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 1 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Vipul H. Pathak, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item no. 1 of the Notice.

Additional information in respect of Mr. Vipul H. Pathak pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

## ITEM NO. 2:

Pursuant to Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 12.11.2021 has appointed Mr. Vipul H. Pathak as a Whole-time Director of the Company subject to approval of Members. Details of Mr. Vipul H. Pathak are provided in the "Annexure" to the Notice, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Summary of the terms of appointment of Mr. Vipul H. Pathak as Whole-time Director of the Company is mentioned below:

- |     |                          |   |                                                                                                                                                    |
|-----|--------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.0 | Period of appointment    | : | 5 (five) years effective from 12.11.2021                                                                                                           |
| 2.0 | Nature of duties         | : | As assigned by the Chairman of the Company from time to time                                                                                       |
| 2.1 | Title                    | : | WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER                                                                                                    |
| 3.0 | Remuneration:            |   |                                                                                                                                                    |
| 3.1 | Basic Salary             | : | Rs. 36,000.00 per month in the scale of Rs. 36,000.00-1000.00-41,000.00 with future increments due on 1 <sup>ST</sup> April every year thereafter. |
| 3.2 | Special Allowance        | : | Rs. 30,000.00 per month                                                                                                                            |
| 3.3 | House Rent Allowance     | : | Rs. 10,000.00 per month                                                                                                                            |
| 3.4 | Sitting Fees             | : | Sitting fees will be paid for attending Board and Committee meetings as applicable to the other Directors                                          |
| 3.5 | Perquisites and benefits | : | In addition to the salary and commission, perquisites in respect of the following will be allowed.                                                 |

### **CATEGORY A:**

Conveyance allowance : Rs. 10,000.00 per month

Medical allowance : Rs. 5,000.00 per month

### **OTHER ALLOWANCES & BENEFITS:**

As applicable to other executives/staff of the Company

Approval of members is sought for appointment of Mr. Vipul H. Pathak as a Whole-time Director for a period of 5 years w.e.f. 12.11.2021 with a remuneration as mentioned in the above resolution.

The Board recommends the members to pass the above resolution as set out at Item no. 2 of this notice as an ordinary resolution.

Except Mr. Vipul H. Pathak, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item no. 2 of the Notice.

### **ITEM NO. 3**

Mr. Suketu Nareshbhai Shah (DIN: 07211283) was appointed as an Additional Independent Director by the Board of Directors of the Company for a period of five years.

The Company has also received a declaration of independence from Mr. Suketu Nareshbhai Shah fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and also received recommendation from Nomination and Remuneration Committee of the Company and also received notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company and who is eligible for appointment as Non-Executive Independent Director. Mr. Suketu Nareshbhai Shah is also eligible for appointment as director in terms of provisions of Section 164 of the Companies Act, 2013 and has also given his consent to act as Director of the Company.

Regulation 25 (2A) of the SEBI LODR, 2015 provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

A brief profile of Mr. Suketu Nareshbhai Shah is given separately in Annexure to this Notice.

Except Mr. Suketu Nareshbhai Shah being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 for the approval of Members.

### **ITEM NO. 4**

The Company was in receipt of requests from (i) Mr. Mehul Bipin Tamboli (ii) Mrs. Julie Mehul Tamboli (iii) Ms. Anushri Mehulbhai Tamboli and (iv) Mr. P. A. Subramanian, Part of Promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

Pursuant to procedure under Regulation 31(A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and due to family arrangement and other reasons as declared by the respective promoters / relatives of promoters seeking reclassification are now no more associated with Tamboli Capital Ltd. It may be noted that they are neither involved in the management of Tamboli Capital Limited nor hold controlling stake in Tamboli Capital Limited.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They do not hold more than ten percent of the total voting rights in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They will not represent on the Board of Directors of the Company either themselves or on behalf or through a nominee director and also will not act as Key Managerial Person in the Company for a period of 3 years from the date of such re-classification.

The Shareholders are further informed, that the Company:-

- i. is compliant with the requirement of minimum public shareholding as required under regulation 38 of the Listing Regulations, 2015;
- ii. equity shares were not suspended by the stock exchanges from trading;
- iii. does not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories;

Further, the promoter seeking re-classification and persons related to the promoter seeking re-classification, shall not cast vote, to approve such reclassification.

Post approval from the Shareholders, the Company will file necessary application with the BSE Limited for the re-classification from "Promoter and Promoter Group" category to "Public" category.

The Board of Directors of the Company ("Board") considered, analyzed and deliberated over such request and they have approved the aforesaid request in their Board Meeting, which was held on Saturday, 7<sup>th</sup> May, 2022, subject to the approval of shareholders of the Company & any other Statutory Authority, in this regard, which inter-alia include BSE Limited. Accordingly, the approval of shareholders of the Company is being sought on same.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Vaibhav Bipin Tamboli, Mr. Mehul Bipin Tamboli, Mrs. Julie Mehul Tamboli, Ms. Anushri Mehulbhai Tamboli and Mr. P. A. Subramanian and their relatives, has any concern or interest, financial or otherwise, in the resolution.

By order of Board of Directors  
For Tamboli Capital Limited

Sd/  
(Vaibhav Tamboli)  
Whole-time Director & CEO  
DIN: 00146081

Date: 7<sup>th</sup> May, 2022  
Place: Bhavnagar

**Registered Office:**  
Mahavir Palace 8-A,  
Kalubha Road,  
Bhavnagar - 364001.



**Additional Information as required to be disclosed under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) regarding the Directors proposed to be appointed/re-appointed:**

<b>Name of the Director</b>	<b>Mr. Vipul H. Pathak</b>	<b>Mr. Suketu Shah</b>
DIN of Director	09391337	07211283
Date of Birth	10/07/1971	04/03/1973
Age	50 years	49 years
Qualification	Commerce Graduate	Chartered Accountant, Cost & Works Accountant and Company Secretary
Experience	25 Years	27 Years
Date of first appointment on the Board of Directors	12.11.2021	25.03.2022
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	-	-
Expertise in specific functional Area	1. Finance 2. Accounting 3. Statutory 4. Commercial	1. Business and Financial Consulting 2. Capital Market Advisory 3. Financial Due Diligence Reviews. 4. Mergers and Acquisitions
Brief Resume of the Director	As mentioned in Annexure to Notice	As mentioned in Annexure to Notice
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Tamboli Capital Limited	Tamboli Capital Limited
Listed entities from which the person has resigned in the past three years	-	Nuvoco Vistas Corporation Limited
Other Directorships, Membership/ Chairmanship of Committees of other Boards	-	Tamboli Castings Limited
Disclosure of relationships between Directors inter-se	-	-
Number of shares held in the Company as on date of this Notice.	1000	-
Details of remuneration last drawn	Rs. 8,08,064/- P.A.	-
Details of remuneration sought to be paid	Rs. 10,92,000/- P.A.	-

Terms and conditions of appointment or re-appointment.	Whole Time Director appointed for 5 years from 12.11.2021 to 11.11.2026, liable to retire by rotation.	Independent Director appointed for 5 years from 25.03.2022 to 24.03.2027, not liable to retire by rotation.
Number of Board Meetings attended during the year.	2 (Two)	-
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements as Independent Director	-	Mr. Suketu Shah is a qualified Chartered Accountant, Cost & Works Accountant and Company Secretary. He has a rich experience of over 27 years, which justifies his appointment as an Independent Director of the Company

**Brief profile of Directors seeking appointment by way of this Postal Ballot Notice.**

**Mr. Vipul H. Pathak (DIN: 09391337)**

Mr. Vipul Harshadrai Pathak is a Commerce Graduate having 25 years of experience in Finance, Accounting, Statutory and Commercial matters. He worked with Investment & Precision Castings Limited from year 1993 to 2009 in accounts department, later he joined the Company in 2009, he was appointed as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) in 2015, since then he has been heading the finance department of the Company and since last one year he is also overseeing the accounts and finance department of Company's subsidiaries. His appointment would be beneficial to the Company.

**Mr. Suketu Shah (DIN: 07211283)**

Mr. Suketu Shah is a qualified Chartered Accountant, Cost & Works Accountant and Company Secretary. He has a rich experience of over 27 years having worked in multi-national Advisory firms as well as Corporate. Mr. Shah had joined Nirma Limited in 2013 and was part of its Strategic Opportunities and Finance teams. Mr. Shah has expertise in Business and Financial Consulting, Capital Market Advisory, Business and Financial Due Diligence Reviews. His areas of specialisation include Mergers and Acquisitions (within and outside India), Fund raising, Transaction support (including valuations, forensic accounting, etc.), Re-organization/ Re-structuring, designing Business Processes for controls and risk management, Corporate Finance, MIS and Costing. Prior to Joining Nirma, Mr. Shah was a Consultant for over 20 years; including 16 years at Deloitte in India; and has served a variety of clients across industries.