

**4th ANNUAL REPORT
2011-2012**

TAMBOLI CAPITAL LIMITED

TAMBOLI CAPITAL LIMITED
(TCAP)

BOARD OF DIRECTORS : Shri Bipin F. Tamboli Chairman & Managing Director
Shri Bharat K. Shah Director
Shri Tushar B. Dalal Director

BANKERS : Bank of Baroda
Lokhand Bazar, Main Branch,
Bhavnagar, Gujarat

AUDITORS : Sanghavi & Company
Chartered Accountants
Bhavnagar

REGISTERED OFFICE : Mahavir Palace, 8-A
Kalubha Road,
Bhavnagar
Gujarat 364 002.
Telephone (91) (278) 654 1222 / 252 0065
Fax (91) (278) 252 0064
E-Mail direct1@tambolicapital.in
Website www.tambolicapital.in

ISIN : INE864J01012

BSE Scrip Code : 533170

REGISTRAR & TRANSFER AGENT : MCS Limited
101, Shatdal Complex,
Opp. Bata Show Room, Ashram Road
Ahmedabad 380 009
Telephone (91) (079) 2658 2878 / 79 / 80
Fax (91) (079) 2658 1296
E-Mail mcsahmd@gmail.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON THIRTIETH DAY OF JULY 2012 AT HOTEL NILAMBAG PALACE, BHAVNAGAR AT 1630 HOURS, to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at March 31, 2012 and Profit & Loss Account for the period ending on that date and the report of the Board Of Directors and Auditors thereon, and to consider and adopt Compliance Certificate received from Practicing Company Secretary in pursuance of provision of section 383A (1) of the Companies Act, 1956, as amended.
2. To declare dividend for the Financial Year 2011-2012.
3. To appoint a Director in place of Shri Bipin F. Tamboli, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 12, 2012

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

Notes:

1. A member entitled to attend and vote at the above meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Register of Members shall remain closed from 23.07.2012 to 28.07.2012 (both days inclusive).
3. Members are requested to notify change of address, if any.
4. Members desiring any information pursuant to an item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the AGM, to enable the Management to keep the information available at the meeting.
5. Members holding shares in demat form are requested to bring their Client ID and DPID numbers and photo identity for easy identification of attendance at the meeting.
6. Since the company is incorporated in F. Y. 2008-2009, and this being the fourth Annual General meeting, the provisions of Section 205-C of the Companies Act, 1956, concerning unpaid/unclaimed dividend is not applicable.
7. Dividend, if sanctioned at the meeting will be payable to the members whose names appear on the Company's Register of Members as on the close of the day before start of the Book Closure date and to those members who hold the shares in demat form as per the record of Depositories, National Securities Depository Ltd (NSDL) and Central Depository System (India) Ltd (CDSL), as on the close of the day before start of Book Closure dated from 23.07.2012 to 28.07.2012, both days inclusive.

8. Dividend, if sanctioned be paid to the members in Electronic Clearing Service (ECS) facility at the ECS facility available centers. Members holding shares in physical form may send their ECS mandate form duly filled in to the Company or its R&TA to receive dividend in ECS. ECS mandate form is enclosed (Annexure A) for immediate use of members.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent can not act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their Depository Participant. Members holding shares in physical form are requested to submit their PAN details to the Company or Registrar & Transfer Agent, M/s MCS Limited.
11. Members are requested to please refer page no. 43 concerning Company's communication regarding "Green Initiative" and give feedback as requested.

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Dated: May 12, 2012

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

DIRECTORS' REPORT: 2011-2012

To
The Members

The Directors of **Tamboli Capital Limited** present their Report with Audited Accounts of the Company for the year ended March 31, 2012.

1. Financial Results :

		(Rs. In Lacs)
	2011-2012	2010-2011
Total Income	98.56	43.29
Profit Before Taxation	87.20	28.48
Less: Provision for Taxation:		
1. Current	14.23	0.53
2. Earlier years' Tax	-(0.53)	-(0.11)
3. Deferred	—	—
Profit After Taxation	73.50	28.06
Adding thereto:		
1. Balance brought forward from last Balance Sheet	—	—
2. Prior Period Adjustment	—	—
Making a total amount available for appropriation of which has been appropriated as follows:	73.50	28.06
1. Proposed Dividend	49.60	—
2. Corporate Dividend Tax	0.05	—
3. General Reserve	23.85	28.06
Leaving the balance to carried forward	—	—

- 2. Operations:** The standalone total Income during the year shows increase of 127.67% over the previous year. The standalone Profit Before Tax shows increase of 206.18% over previous year. The consolidated income shows increase of 47.66% over previous year. The consolidated Profit Before Tax shows increase of 84.27% over previous year
- 3. Dividend:** The Directors are pleased to recommend a Dividend for the period ended March 31, 2012 @ Rs 0.50 per share i.e. 5% on 99,20,000 Equity shares for the financial year 2011-2012 amounting to Rs. 49.60 Lacs. (Previous year Nil) subject to approval of the members at this Annual General Meeting.
- 4. Depository System:** As the members are aware, the company's shares are tradable in electronic form and the company has established connectivity with both the depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As of date shares representing 96.44% of the share capital are in the dematerialized form. In view of the numerous advantages offered by the Depository System, shareholders are requested to avail of the facility of dematerialisation of the Company's shares on either of the Depositories as aforesaid.
- 5. Directors:** Shri Bipin F. Tamboli retires by rotation as required by the Companies Act, 1956, and being eligible, offers himself for re-election.

6. **Auditors:** The members will be requested at the forthcoming Annual General Meeting to appoint Auditors and fix their remuneration. M/s. Sanghavi & Co., the existing Auditors, are eligible for re-appointment.

Comment on Auditors' Report: There is no adverse comment in the Auditors' Report which requires any further explanation under Section 217(3) of the Companies Act, 1956

7. **Listing:** The Equity shares of the Company are listed on The Bombay Stock Exchange Limited (BSE) under Scrip Code: 533170.
8. **Corporate Governance:** Pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited (BSE), Corporate Governance Report, Chairman's and Auditors Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.
9. **Management Discussion and Analysis :** Pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited (BSE), Management Discussion and Analysis Report is enclosed.
10. **Particulars of Employees:** The Company does not have any employee receiving remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum and therefore no particulars are required to be furnished under section 217(2A) of the Companies Act, 1956.
11. **Subsidiary Company:** The company has only one subsidiary (Wholly Owned) i.e. Tamboli Castings Limited, presently. Tamboli Castings Limited is a company engaged in manufacturing of investment castings.
12. **Financial Information of Subsidiary Company:** According to the general exemptions under section 212 of the Companies Act, 1956 granted by the Ministry of Corporate Affairs vide their circular No. 2/2011 dated 8.2.2011. The holding companies are exempted from attaching balance sheet of their subsidiary company in the annual report, however summarized financial information of subsidiary company is given on page no. 27, this is in conformity to the aforesaid exemptions.
13. **Directors' Responsibility Statement:** The Board of Directors report that:
- a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
 - b) Accounting policies have been selected and applied consistently and the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that year.
 - c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
 - d) the Annual Accounts have been prepared on a going concern basis.
14. **Compliance Certificate:** A copy of this certificate is enclosed with this report.
15. **Appreciation:** The Directors thank the Bankers and the concerned authorities of the Government for their co-operation.

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Gujarat 364 002
Dated: May 12, 2012

ON BEHALF OF THE BOARD OF DIRECTORS
B. F. Tamboli
CHAIRMAN AND MANAGING DIRECTOR

MANAGEMENT DISCUSSION & ANALYSIS

A Overview – Financial Performance:

This has been comprehensively covered in the Report of the Directors for the year under review.

B Industry Structure & Development:

The company is an investment holding company having investments primarily in Tamboli Castings Limited, the wholly owned subsidiary of the company and in financial instruments. The company's subsidiary is engaged in manufacturing of Investment Castings. The profitability of the company is linked to the performance of the said investments.

C Opportunities, Risks, Threats and Concerns:

The performance of the company, at present, is linked to its wholly owned subsidiary – Tamboli Castings Limited (TCL).

So far TCL has been focusing only on the export business, TCL will now enter into the domestic markets and it will be a good opportunity for the company.

Financial crisis in Europe and increase in cost of imported inputs and oil are the risks and concerns.

D Outlook:

Outlook for the current year is stable and is dependent on the European economic scenario.

E Internal Control Systems and Their Adequacy:

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

F Financial Performance:

This has been comprehensively covered in the Report of the Directors for the year under review.

G Human Resources:

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

H Cautionary Statement:

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

Company No. L65993GJ2008PLC053613

AUTHORISED SHARE CAPITAL Rs. 10,00,00,000/-

COMPLIANCE CERTIFICATE

To
The Members,
TAMBOLI CAPITAL LIMITED

We have examined the registers, records, books and papers of TAMBOLI CAPITAL LIMITED (The Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, We certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies. The Company was not required to file any form with Regional Director, Central Government, and Company Law Board.
3. The Company, being a public limited company, comments is not required.
4. The Board of Directors duly met four times on 14th May, 2011, 9th August, 2011, 8th November, 2011, and 31st January, 2012 in respect of which meetings proper notice were given and the proceedings were properly recorded and signed. No circular resolutions were passed by the Company during the period under review.
5. The Company has closed its Register of Members during the year under review and complied with the provisions of the Act.
6. The annual general meeting for the financial year ended on 31st March, 2011 was held on 17th September, 2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary general meetings were held during the year.
8. The Company has not advanced loan to its directors or to the relative of the directors or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act in respect of contracts specified in that section.
10. There were transactions required to be entered in the register maintained under section 301 of the Act.
11. There were no transactions which require to take any approvals under section 314 of the Act. As the company has not appointed any relative of director in the office or place of profit.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) not allotted any securities during the year under review. Delivered all the share certificates on lodgement thereof for transfer/transmission purpose in accordance with the provisions of the Act.
 - (ii) not deposited any amount in a separate bank account as no dividend declared during the financial year.
 - (iii) not required to transfer to Investor Education and Protection Fund the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (iv) duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the company is duly constituted. However, there was no appointment of additional director of alternate directors and directors to fill casual vacancy was made during the financial year under review.
15. The Company has not appointed any Managing Director/Whole Time Director/Manager during the year under review.
16. The Company has not appointed any sole-selling agent during the period under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
19. The Company has not issued any Equity Shares during the year under review.
20. The Company has not bought back any shares during the financial period ending on 31st March, 2012.
21. The Company has not issued any preference shares/debentures; therefore question of redemption does not arise.
22. The Company was not required to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not accepted deposit under the provisions of sections 58A of the Companies Act, 1956, therefore, the Company is not required to comply with the provisions of the Act.
24. The Company has not borrowed any money from Bank or any other source during the financial year.
25. The Company has not made any loans or advances or given guarantee or provide securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the year.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. No prosecution has been initiated against or show cause notices received by the Company for alleged offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under review.
33. The Company has not constituted any provident fund for its employees, and therefore no compliance under section 418 of the Act is required.

Place : Ahmedabad.
Date : 12th May, 2012.

Encl: Annexures.

For Kapoor & Ved
Company Secretaries
Ashish Shah
Partner
C.P. No. 4178

Annexure 'A'**Registers as maintained by the Company**

1. Register of Members u/s 150 of the Companies Act, 1956.
2. Register of Directors etc. u/s 303 of the Companies Act, 1956.
3. Register of Director's Shareholdings u/s 307 of the Companies Act, 1956.
4. Register of Contract u/s 301.
5. Minutes of the meeting of the Board of Directors.
6. Minutes of the General Meeting of the Shareholders.
7. Register for Disclosure of Interest.

Annexure 'B'**Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2012 :**

Sr. No.	Form Number/ Return	Filed under section	Date of filing	Whether filed under prescribed time Yes/No	If delay in filing whether requisite additional fees paid
1.	Form 66_11	U/s. 383A	24.09.2011	Yes	N.A
2.	Form 20B_11	U/s. 159	31.10.2011	Yes	N.A
3.	Form 23AC_11	U/s. 220	27.11.2011	Yes	N.A

Place : Ahmedabad.

Date : 12th May, 2012.

For Kapoor & Ved
 Company Secretaries
Ashish Shah
 Partner
 C.P. No. 4178