

**6th ANNUAL REPORT
2013-2014**

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
Shri P.A. Subramanian 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
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CONTENTS	:	1. Notice	...	2
		2. Directors' Report	...	7
		3. Management Discussion & Analysis	...	9
		4. Compliance Certificate	...	10
		5. Corporate Governance	...	13
		6. Auditors' Report	...	19
		7. Financial Statements	...	23
		Consolidated Financial Statements	...	34

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON ELEVENTH DAY OF AUGUST 2014 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, 2014 and Profit & Loss statement 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 2013-2014.
3. To appoint a Director in place of Mr. Bipin F. Tamboli who retires by rotation at this Annual General Meeting and being eligible himself for re-appointment.
4. To re-appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification(s) the following resolutions as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Sanghavi & Co., Chartered Accountants (Firm Registration No. 109099W, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 9th AGM of the Company to be held in the year 2017 (subject to re-appointment of their appointment at every AGM) at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. P.A. Subramanian who was appointed as an additional director of the Company pursuant to Sec 260 of the Companies Act, 1956 and holds the office up to date of this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 in writing, proposing his candidature for the office of director, be and is hereby appointed as director of the Company subject to retirement by rotation under the Articles of Association of the Company.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Tushar B. Dalal (DIN 00205589), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 11th August 2014 to 10th August 2019.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Bharat K. Shah (DIN 00251416), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 11th August 2014 to 10th August 2019.”

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 13, 2014

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

Notes:

1. A member entitled to attend and vote at the above meeting is also entitled to appoint a proxy to attend and vote instead of himself 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 02.08.2014 to 08.08.2014 (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. Under the provisions of Section 205-C of the Companies Act, 1956, dividends remaining unpaid/unclaimed for a period over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The members may write to the Company for claiming the amount if any, relating to following years before it is transferred to the IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP fund
2011-2012	30.07.2012	29.07.2019	29.08.2019
2012-2013	10.08.2013	09.08.2020	09.09.2020

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 02.08.2014 to 08.08.2014 both days inclusive.
8. Dividend, if sanctioned at the meeting, will be paid to the members in Electronic Clearing Service (ECS) facility at the ECS facility available centers. Members holding shares in physical form may send their ECS mandate form duly filled in to the Company or its R&TA to receive dividend in ECS. ECS mandate form is enclosed (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. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote at the 6th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):

The instructions for members for voting electronically are as under:

A In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website <https://www.evotingindia.co.in>
- iii) Click on "Shareholders" tab to cast your votes

- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number Registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: TAMBOLI123 in the PAN field.

Members who have not updated their Date of Birth with Depository / Registrar and Transfer Agent, please enter the value 17/04/2008 in the DOB Column.

Please enter any one of the details (DOB/Dividend Bank Details) in order to login.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the relevant EVSN on which you choose to vote.
- ix) On the voting page, you will see Resolution Description 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (II) **In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
- B Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote
- C Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- D The voting period begins on 3rd August, 2014 at 10.00 a.m. and ends on 5th August, 2014, at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 02.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.co.in

Procedure to reset password.

After you select the EVSN , Enter the User ID and **Captcha Code click on Forgot Password.**

After you click on Forgot Password, Enter your PAN and any one detail from Email id, Mobile No, Bank Account Number or DOB or Date of Inc. Please note if your Email id, Mobile No. is uploaded by the Company / RTA in the e-Voting system, then you will be able to enter details in this field otherwise you would be unable to enter any information in the field. After entering the details click on submit.

If you enter your email ID the re-set password will be sent to the email id uploaded by the company / its RTA. If you enter your Mobile no. then an SMS will be sent to the mobile number uploaded by the company or its RTA containing the new password. The email id and mobile number should match in both cases.

In case your Email id and Mobile No. is not editable then you can enter either your Bank Account Number or Date of Birth (DOB) /Date of Incorporation. Once you enter these details click on submit. A dialog box would be displayed. Click on OK.

You will be directed to the change password screen. Enter the New Password of your choice and confirm the same. Then click on submit. Login to your account using your revised password.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 13, 2014

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

EXPLANATORY STATEMENT

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

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

Item No. 4

M/s. Sanghavi & Co., (ICAI Firm Registration No. 109099W, Chartered Accountants (CAs), were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 10.08.2013.

M/s. Sanghavi & Co. have been the Auditors of the Company since F.Y. 2008-09 and have completed a term of 6 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. Sanghavi & Co. being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 13, 2014, proposed the appointment of Sanghavi & Co. as the statutory auditors of the Company for a period of three year to hold office from the conclusion of this AGM till the conclusion of the 9th AGM of the Company to be held in the year 2017.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

Item No. 5

Ordinary resolution as mentioned in item No. 5 relates to appointment of Mr. P.A. Subramanian as a director of the company. Mr. P.A. Subramanian was appointed as an Additional Director of the Company and under the provision of Section 161 of the Companies Act 2013 (corresponding to Section 260 of the Companies Act, 1956). Mr. P.A. Subramanian holds office upto the conclusion of the date if this Annual General Meeting.

Mr. P.A. Subramanian is BSC (Engg) and having a large experience of about 40 years in management of Companies. Mr. P.A. Subramanian is also "Vice Chairman" in Company's wholly owned subsidiary M/s. Tamboli Castings Ltd. Therefore availing of such an expertise / counselling from Mr. P.A. Subramanian would be beneficial to the Company. None of the Directors (except Mr. P. A. Subramanian), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommend the resolution for your approval.

Item No. 6 & 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Tushar B. Dalal & Mr. Bharat K. Shah, as Independent Directors at various times in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation

The Nominations Committee has recommended the appointment of these directors as Independent Directors from 11.08.2014 up to 10.08.2019.

Mr. Tushar B. Dalal & Mr. Bharat K. Shah, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors (except Mr. Tushar B. Dalal and Mr. Bharat K. Shah), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommend the resolutions for your approval.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
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Gujarat 364 002
Dated: May 13, 2014

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

Particulars Of The Directors Seeking Appointment / Reappointment At The Ensuing Annual General Meeting Pursuant To Clause 49 of the Listing Agreement

Particulars	Mr. Bipin F. Tamboli	Mr. P.A. Subramanian	Mr. Tushar B. Dalal	Mr. Bharat K. Shah
Date of Birth	25.04.1944	15.06.1946	06.09.1945	14.10.1945
Date of Appointment	17.04.2008	20.07.2013	17.08.2009	30.03.2009
Qualification	Graduate Engineer	BSC (Engg.)	Graduate Engineer	Graduate
Expertise in Specific Functional Areas	1. General Management 2. Technology 3. Finance	1. General Management	1. General Management 2. Administration	1. General Management 2. Administration
Memberships/Chairmanships/ Directorship of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	1. Tamboli Castings Ltd. 2. Mebhav Investment Pvt. Ltd. 3. Tamboli Exim Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Adivya Industries Pvt. Ltd. 6. Tamboli Osborn Metaltech Pvt. Ltd. 7. Tamboli Profiles Pvt. Ltd.	1. Tamboli Castings Ltd.	1. Dalal Dyes & Intermediates Manufacturing Co. Pvt. Ltd. 2. Phoenix Petrochemicals Ltd. 3. Kamal Export Pvt. Ltd. 4. Sound Finlease Pvt. Ltd.	1. Tamboli Castings Ltd
Number of shares held in the Company	30,28,944	3,200	Nil	1,600

DIRECTORS' REPORT: 2013-2014

To
The Members

The Directors of **Tamboli Capital Limited** present their Report with Audited Accounts of the Company for the year ended March 31, 2014.

1. Financial Results :

		(Rs. In Lacs)
	2013-2014	2012-2013
Total Income	122.54	117.31
Profit Before Taxation	107.01	104.27
Less : Provision for Taxation:		
1. Current	17.73	17.35
2. Earlier years' Tax	(0.04)	(0.04)
3. Deferred	0.01	0.03
Profit After Taxation	89.31	86.93
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:	89.31	86.93
1. Proposed Dividend	59.52	54.56
2. Corporate Dividend Tax	–	0.65
3. General Reserve	29.79	31.72
Leaving the balance to carried forward	–	–

- 2. Operations:** The standalone total Income during the year shows increase of 4.46% over the previous year. The standalone Profit Before Tax shows increase of 2.63% over previous year. The consolidated income shows increase of 6.75% over previous year. The consolidated Profit Before Tax shows increase of 1.45% over previous year, consolidated operations include the operations of TCL.
- 3. Dividend:** The Directors are pleased to recommend a Dividend for the period ended March 31, 2014 @ Rs 0.60 per share i.e. 6% on 99,20,000 Equity shares for the financial year 2013-2014 amounting to Rs. 59.52 Lacs. (Previous year Rs. 54.56 Lacs) 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 96.66% 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:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Tushar B. Dalal & Mr. Bharat K. Shah as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Mr. Bipin F. Tamboli, Director of the Company who retires by rotation as required by the Companies Act, 2013, and being eligible offers himself for re-appointment.

Mr. P.A. Subramanian was appointed as an additional director effective from July 19, 2013. His terms of office expire at this Annual General Meeting. He being eligible, offers himself for re-appointment.

6. Auditors:

M/s. Sanghvi & Co., Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. Sanghvi & Co., as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 9th AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

Comment on Auditors' Report: There is no adverse comment in the Auditors' Report which requires any further explanation under Section 134 of the Companies Act, 2013

- 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 129 of the Companies Act, 2013 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 companies in the annual report. However summarized financial information of subsidiary company is given on page no. 32. This is in conformity with 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.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 13, 2014

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

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 the performance of the Wholly Owned Subsidiary, Tamboli Castings Limited (TCL). TCL has started efforts to its presence in the domestic market, which offers opportunities for growth. During the year, TCL succeeded in securing orders from South America against Global competition.

Large concentration of business with a few companies in the Automotive Sector is a risk. Company is planning to expand business in other countries and other sectors.

Threat from China in the Global Market continue.

Fluctuation in FOREX is a matter of concern. Rupee appreciating significantly would affect export competitiveness of the company, especially against China.

D Outlook:

Outlook for the next year is positive.

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.