

TAMBOLI CAPITAL LTD

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

TELEPHONE : (91) (278) 654 1222

(91) (278) 252 0065

FAX : (91) (278) 252 0064

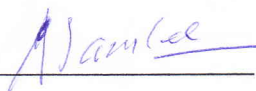
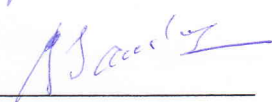


E-MAIL : direct1@tambolicapital.in

WEBSITE : www.tambolicapital.in

CIN : L65993GJ2008PLC053613

FORM A

Format of covering letter of the annual audit report to be filed with the
Stock exchanges

1.	Name of the Company	Tamboli Capital Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	Nil, No remarks / qualified remarks in the Audit Report.
4.	Frequency of observation	Not Applicable.
5.	To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman	   

**7th ANNUAL REPORT
2014-2015**

TAMBOLI CAPITAL LIMITED

**TAMBOLI CAPITAL LIMITED
(TCAP)**

BOARD OF DIRECTORS : Mr. Bipin F. Tamboli Chairman & Managing Director
(As on 20.05.2015) Mr. Tushar B. Dalal Director
Mrs. Bharati B. Tamboli Director
Mr. Pradeep H. Gohil 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 Share Transfer Agent Ltd
201, 2nd Floor, 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

CONTENTS	:	1. Notice	...	2
		2. Directors' Report	...	8
		3. Management Discussion & Analysis	...	18
		4. Secretarial Audit Report	...	19
		5. Corporate Governance	...	21
		6. Auditors' Report	...	26
		7. Financial Statements	...	29
		Consolidated Financial Statements	...	40

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON WEDNESDAY TWELTH DAY OF AUGUST 2015 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, 2015 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 Secretarial Audit Report obtained from Practicing Company Secretary in pursuance of provision of section 204 of the Companies Act, 2013, as amended.
2. To declare dividend for the Financial Year 2014-2015.
3. To appoint Mr. Bipin F. Tamboli (DIN: 00145948), who retires by rotation and being eligible to offer himself for re-appointment.
4. To ratify the appointment of the Auditors for the financial year 2015-16 and to fix their remuneration

SPECIAL BUSINESS :

5. **Appointment of Mrs. Bharati B. Tamboli (DIN: 00083392) as a Women Director of the Company**

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 Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance to Clause 49 of listing agreement, Mrs. Bharati B. Tamboli (DIN: 00083392), who was appointed as an Additional Director of the Company by the Board of Directors on 20th May, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation. “

6. **Appointment of Mr. Pradeep H. Gohil (DIN: 03022804) as an Independent Director of the Company.**

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, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance to Clause 49 of the Listing Agreement, Mr. Pradeep H. Gohil (DIN: 03022804), who was appointed as Additional Director by the Board of Directors on 20th May 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years for a term up to 19.05.2020.”

7. **Re-appointment of Mr. Bipin F. Tamboli (DIN: 00145948) as Managing Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an SPECIAL 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), read with Part I of Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the Company in General Meeting hereby accords its approval to the re-appointment of Mr. Bipin F. Tamboli (DIN:00145948) as Managing Director of the Company and designated as Chairman and Managing Director, even though he has attained the age of 70 years, for a period of five years effective from 29th April, 2015 without any remuneration upon such terms and conditions as specified in the attached explanatory statement.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 20, 2015

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. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Register of Members shall remain closed from 01.08.2015 to 07.08.2015 (both days inclusive).
4. Members are requested to notify change of address, if any.
5. 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.
6. 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.
7. Under the provisions of Section 125 of the Companies Act, 2013, 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
2013-2014	11.08.2014	10.08.2021	10.09.2021

8. 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 01.08.2015 to 07.08.2015 both days inclusive.
9. 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 as (Annexure A) for immediate use of members.
10. 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.
11. 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 Share Transfer Agent Limited.
12. 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 7th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 6, 2015.
14. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 6, 2015 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Annual General Meeting.**

15. The Board of Directors of the Company has appointed Mr. Ashish Shah, a Practicing Company Secretary, Proprietor of Ashish Shah & Associates Ahmedabad as Scrutinizer to scrutinize the Polling taken place at annual general meeting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

The Instructions for members for voting electronically are as under:

The voting period begins on 08.08.2015 at 10.00 a.m. and ends on 11.08.2015, at 5.00 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) 06.08.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(1) In case of members receiving Notice of the AGM by e-mail and who wish to vote using the remote e-voting facility:

- i) The shareholders should log on to the Log on to the e-voting website <https://www.evotingindia.co.in>
- ii) Click on "Shareholders" tab to cast your votes
- iii) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

	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). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 	
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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the PAN column above.	

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly to the Company selection screen.
- ix) Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
 - xi) Click on the Electronic Voting Sequence No ("EVSNo") of "TAMBOLI CAPITAL LIMITED" from the drop down menu and click on submit.
 - xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and the option NO implies that you dissent to the resolution
 - xiii) Click on the "RESOLUTION FILE LINK", if you wish to view the entire resolution details.
 - xiv) After selecting the resolution you will decide to vote, 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.
 - xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi) You can also take print of the voting done by you by click on "Click here to print" option on the voting page.
 - xvii) If demat account holders have forgotten the changed password, then enter the User ID and the image verification code and click on forgot password and enter the details as prompted by the system.
- (2) **In case of Members receiving Notice of the AGM by post and who wish to vote using the remote e-voting facility :**
- Please follow all steps mentioned above, to cast your vote.
- (3) **Note for Non - Individual Shareholders and Custodians :**
- A Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - B A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - C After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - D The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - E A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - F 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.com.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 20, 2015

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. 5

Ordinary resolution as mentioned in item No. 5 relates to appointment of Mrs. Bharati B. Tamboli as a woman director of the Company. Mrs. Bharati B. Tamboli was appointed as an Additional Director of the Company w.e.f. 20th May, 2015 by the Board of Directors of the Company pursuant to the provision of Section 161 of the Companies Act 2013. She will hold the office up to the date of the ensuing Annual General Meeting. The Company has received notice from member along with the deposit of requisite amount under section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Bharati B. Tamboli for the office of Director of the Company.

Mrs. Bharati B. Tamboli is arts graduate and her appointment would be beneficial to the Company.

Mrs. Bharati B. Tamboli and Mr. Bipin F. Tamboli, are related, none of the other Directors, 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 ordinary resolution for your approval.

Item No. 6

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Mr. Pradeep H. Gohil was appointed as an Independent Director of the Company. He was appointed as an Additional Director (Independent) w.e.f. 20th May, 2015 by the Board of Directors of the Company. Mr. Pradeep H. Gohil holds office upto the conclusion of the date of this Annual General Meeting. The Company has received notice from the member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pradeep H. Gohil for the office of director of the Company.

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 Mr. Pradeep H. Gohil as Independent Director from 20.05.2015 to 19.05.2020.

Mr. Pradeep H. Gohil is a post graduate in Chemical Engineering and has experience of about 35 years and has been associated with various organisations and his appointment would be beneficial to the Company.

Mr. Pradeep H. Gohil, non-executive director of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mr. Pradeep H. Gohil 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. Pradeep H. Gohil), 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 ordinary resolution for your approval.

Item No. 7

Mr. Bipin F. Tamboli was appointed as the Managing Director of the Company for a period of five years from 29.04.2010 to 28.04.2015 his appointment terms and remuneration were approved by the Members of the Company at the Annual General Meeting held on 02.08.2010. The tenure of the said appointment expires on 28.04.2015.

TAMBOLI CAPITAL LIMITED

During his term of office, Mr. Bipin F. Tamboli has worked hard and improved the working of the Company and under his able leadership, the Company has made a steady growth and his continuance is very much required for the Company, though he attained the age more than 70 years. Hence in the interest of the Company, the Board of Directors re-appointed him as the Managing Director of the for a period of five years from 29th April, 2015 without any remuneration on recommendation of Nomination and Remuneration Committee and subject to the approval of the Members of the Company at a General Meeting, The material terms of appointment of Chairman and Managing Director, upon receipt of approval of the members are as follows:

1. Period of Appointment : Five years effective from 29.04.2015
2. Nature of Duties : Management of business activities of the Company subject to the control, direction and superintendence of the Board
3. Title : CHAIRMAN AND MANAGING DIRECTOR
4. Remuneration : NIL

The approval of the Company in General Meeting is sought by this Special Resolution for the re-appointment of Mr. Bipin Tamboli as a Managing Director of the Company. Hence this Special Resolution is placed before the Members of the Company for their approval

Except Mr. Bipin F. Tamboli and Mrs. Bharati B. Tamboli, none of the other Directors, 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 above special resolution for your approval.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 20, 2015

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	Mrs. Bharati B. Tamboli	Mr. Pradeep H. Gohil	Mr. Bipin F. Tamboli
DIN	00083392	03022804	00145948
Date of Birth	04.07.1947	02.08.1949	25.04.1944
Date of Appointment	20.05.2015	20.05.2015	17.04.2008
Qualification	Arts Graduate	M.S. In Chemical Engineering and M.S. in Plastics, Master of Management Science, L.L.B (Labour Law)	Graduate Engineer
Expertise in Specific Functional Areas	1. General Management 2. Finance	1. General Management 2. Chemical Technology	1. General Management 2. Technology 3. Finance
Memberships/Chairmanships/ Directorship of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	1. Mebhav Investment Pvt. Ltd. 2. Tamboli Exim Limited	1. Acrysil Limited	1. Tamboli Castings Ltd. 2. Mebhav Investment Pvt. Ltd. 3. Tamboli Exim Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Aadvya Industries Pvt. Ltd. 6. Tamboli Osborn Metaltech Pvt. Ltd. 7. Tamboli Profiles Pvt. Ltd.
Number of shares held in the Company	4,78,400	0	30,28,944