

**11TH ANNUAL REPORT  
2018-2019**

**TAMBOLI CAPITAL LIMITED**

**TAMBOLI CAPITAL LIMITED****(TCAP)**

**BOARD OF DIRECTORS** : Mr. Bipin F. Tamboli Chairman  
Mr. Pradeep H. Gohil Director  
Dr. Abhinandan K. Jain Director  
Mrs. Neha R. Gada Director  
Mr. Vaibhav B. Tamboli Whole Time Director and CEO

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

**AUDITORS** : P A R K & Company  
Chartered Accountants  
Bhavnagar

**REGISTERED OFFICE** : Mahavir Palace, 8-A  
Kalubha Road,  
Bhavnagar  
Gujarat 364 002.  
Telephone (91) 8866541222  
Fax (91) (278) 252 0064  
E-Mail [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in)  
Website [www.tambolicapital.in](http://www.tambolicapital.in)

**CIN** : L65993GJ2008PLC053613

**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 0461  
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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 11th ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON THURSDAY DAY 8TH DAY OF AUGUST 2019 AT HOTEL NILAMBAG PALACE, BHAVNAGAR AT 1630 HOURS, to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the standalone financial statements and consolidated financial statements of the Company for the year ended on March 31, 2019, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend for the Financial Year 2018-2019.
3. To appoint a Director in place of Mr. Bipin F. Tamboli (DIN: 00145948), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 11, 2019

BY ORDER OF THE BOARD OF DIRECTORS  
**B. F. Tamboli**  
CHAIRMAN  
DIN : 00145948

### Notes:

1. In terms of Section 152 of the Companies Act, 2013, Mr. Bipin F. Tamboli (DIN: 00145948), Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
2. 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/herself and a proxy need not be a member of the Company. The Proxy form duly completed and signed be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the companies/ bodies corporate etc., must be supported by an appropriate resolution/authority, as applicable.
3. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. A statement giving the relevant details of the Directors seeking appointment/re-appointment is annexed hereto.
7. All documents referred to in the notice requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of the meeting of the Company.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 27.07.2019 (Saturday) to 02.08.2019 (Friday) (both days inclusive).
9. 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.
10. 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).
11. 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.

12. As per 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	04.09.2019	03.10.2019
2012-2013	10.08.2013	15.09.2020	14.10.2020
2013-2014	11.08.2014	16.09.2021	15.10.2021
2014-2015	12.08.2015	18.09.2022	17.10.2022
2015-2016	01.07.2016	14.08.2023	13.09.2023
2016-2017	08.08.2017	21.09.2024	20.10.2024
2017-2018	13.08.2018	26.09.2025	25.10.2025

13. 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 Services (India) Ltd. (CDSL), as on the close of the day before start of Book Closure date from 27.07.2019 (Saturday) to 02.08.2019 (Friday) both days inclusive.
14. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any electronic mode of payment approved by Reserve Bank of India for making payments to members. Accordingly, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payment is made through electronic mode, intimation regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through electronic mode, the same will be paid by warrants/demand drafts. 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.
15. 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.
16. 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.
17. 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 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
18. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
19. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. 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 2, 2019.
21. **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 2, 2019 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Annual General Meeting.**

The Instructions for members for voting electronically are as under:

- (i) The voting period begins on August 4, 2019 at 09.00 a.m. and ends on August 7, 2019 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) of August 2, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website <https://www.evotingindia.co.in>
- (iii) Click on "Shareholders" tab to cast your votes.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both 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 instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on SUBMIT Tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, 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 ("EVS") of "TAMBOLI CAPITAL LIMITED" on which you choose to vote.
- (xii) 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 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 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.
- (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 holder has forgotten the login 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.
- (xviii) Shareholders can also use Mobile app - m-voting for e-voting. M. voting app is available on Apple, Android, and Window based mobiles. Shareholders may log in to m-voting using their e voting credentials to vote for the company resolution(s)
- (xviii) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).

- c. After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. The Board of Directors of the Company has appointed Mr. Ashish Shah, a Practicing Company Secretary, (Membership No. 5974) Proprietor of Ashish Shah & Associates, Ahmedabad as Scrutinizer to scrutinize the 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.
  23. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
  24. The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tambolicapital.in](http://www.tambolicapital.in). The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  25. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is requested to bring with him/her an appropriate photo ID document like Aadhar Card, Driving License, Passport or Voter ID Card.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 11, 2019

BY ORDER OF THE BOARD OF DIRECTORS  
**B. F. Tamboli**  
CHAIRMAN  
DIN : 00145948

**Particulars of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of Director	Mr. Bipin F. Tamboli
DIN	00145948
Date of Birth	25.04.1944
Date of Appointment/Re-appointment	17.04.2008
Qualification	B.E. (Metallurgy)
Designation	Chairman & Director
Expertise in Specific Functional Areas	1. General Management 2. Technology 3. Finance
Disclosure of relationships between directors inter-se	Father of Mr. Vaibhav B. Tamboli
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Nil
Chairman/ Director of other Company	1. Tamboli Castings Ltd. 2. Mebhav Investment Pvt. Ltd. 3. Tamboli Exim Ltd. 4. Tamboli Corporation Pvt. Ltd. 5. Tamboli Osborn Metaltech Pvt. Ltd. 6. Tamboli Profiles Pvt. Ltd.
Chairman/Member of committees of Board of company of which he/she is a Director	1 (Chairman) 3 (Member)
Number of shares held in the Company	Nil

**DIRECTORS' REPORT : 2018-2019**

To  
The Members

The Directors of **Tamboli Capital Limited** present their 11th Report with Audited financial statements of the Company for the year ended March 31, 2019.

**1 Financial Results :**

		(₹ In Lacs)
	<b>2018-2019</b>	<b>2017-2018</b>
Revenue from operations	174.12	175.93
Profit before Interest, Depreciation and Tax	141.61	151.75
Finance Cost	0.01	0.02
Profit before Depreciation and Tax	141.60	151.73
Depreciation	0.04	0.04
Profit/(Loss) before Tax and Exceptional items	141.56	151.69
Tax Expense	12.65	15.45
Deferred Tax/(Credit)	(0.01)	(0.01)
Exceptional Items	-	-
Net Profit/(Loss) after Tax	128.92	136.25
General Reserve	59.48	66.81
Balance carried forward	69.44	69.44

**2 Operations:**

The standalone, consolidated revenues and profit after tax during the year are in line with last years numbers. Company continues to have an EBITDA margin of 25% for the full year.

**3 Dividend:**

The Directors are pleased to recommend a Dividend for the period ended March 31, 2019 @ ₹ 0.70 per share i.e. 7% on 99,20,000 Equity shares for the financial year 2018-2019 amounting to ₹ 69.44 Lacs.(Previous year ₹ 69.44 Lacs) subject to approval of the members at this Annual General Meeting.

**4 Reserves:**

The Board of Directors of the Company proposes ₹ 59.48 Lacs to be transferred to general reserves.

**5 Deposits:**

During the period under review Company has not accepted or renewed any deposits from the public.

**6 Material Changes and Commitments affecting the financial position of the Company:**

In terms of Section 134(3)(i) of the Companies Act, 2013, it is reported that, except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company and date of this report.

**7 Significant and material orders:**

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

**8 EGM held during the year:**

Extra Ordinary General Meeting of the Members of the Company was held on March 23, 2019 at Hotel Nilambag Palace, Bhavnagar, Gujarat. The members have approved the agenda items with majority, the necessary compliances in this regard were made by the Company.

**9 Details of Directors and Key Managerial Personnel:**

Mr. Bipin F. Tamboli (DIN: 00145948), Chairman and Director of the Company retires by rotation and being eligible offers himself for re-appointment.

During the year under review, Mrs. Neha R. Gada (DIN: 01642373) was appointed as an Independent Director of the Company on 26.05.2018, whose appointment was confirmed by the members in the previous AGM of the Company held on 13.08.2018.

Mr. Tushar B. Dalal (DIN: 00205589) has resigned w.e.f. 13th August, 2018. The Board of Directors placed on record the sincere appreciation for the valuable contributions of Mr. Tushar B. Dalal during the tenure of his directorship with the Company

Mrs. Bharati B. Tamboli (DIN: 00083392) has resigned w.e.f. 3rd November, 2018. The Board of Directors placed on record the sincere appreciation for the valuable contributions of Mrs. Bharati B. Tamboli during the tenure of her directorship with the Company

#### 10 Statement on declaration given by Independent Directors:

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the Independence stipulated in the aforesaid section.

#### 11 Six (6) board meetings were held during the period under review. Board meeting dates are (1) 15.05.2018, (2) 26.05.2018, (3) 13.08.2018, (4) 03.11.2018, (5) 25.01.2019 and (6) 20.02.2019. Details of attendance of Directors at the Board Meetings during the financial year 2018-2019 and at the last Annual General Meeting held on 13.08.2018 are given below:

Name	Position	Meetings held during the tenure of Directors	Meetings attended	Attendance at the last AGM held on 13.08.2018
Mr. Bipin F. Tamboli	Chairman and Director	6	5	Yes
Mr. Tushar B. Dalal *	Non-Executive Independent Director	2	1	N.A
Mr. Pradeep H. Gohil	Non-Executive Independent Director	6	6	Yes
Mrs. Bharati B. Tamboli **	Non-Executive Non Independent Woman Director	3	3	Yes
Dr. Abhinandan K. Jain	Non-Executive Independent Director	6	5	Yes
Mr. Vaibhav B. Tamboli	Whole Time Director and CEO	6	6	Yes
Mrs. Neha R. Gada ***	Non-Executive Independent Woman Director	4	4	Yes

\* Resigned from the Board of Directors of the Company effective from 13.08.2018

\*\* Resigned from the Board of Directors of the Company effective from 03.11.2018

\*\*\* Appointed as Director effective from 26.05.2018

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

#### 12 Directors' Responsibility Statement:

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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 and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**13 Annual evaluation by the Board of its own performance, its committees:**

During the year, Nomination and Remuneration Committee has reviewed performance evaluation of the Promoter Directors and Independent Directors of the Company. Evaluation was made on the basis of following assessment criteria:

- i) Attendance in Board meeting and committee meetings, active participation in the meetings and giving inputs on time in the minutes.
- ii) Stick to ethical standards and code of conduct of the Company and timely submission of disclosure of interest.
- iii) Interpersonal relationship with other directors and management.
- iv) Active contribution in growth of the Company
- v) Compliances with policies. Immediately reporting fraud, violation, statutory matters etc.

Based on the evaluation of Nomination and Remuneration Committee, the board is collectively of the opinion that the overall performance of the Board, committees thereof and the individual Directors are satisfactory and conducive to the growth and progress of the Company and meet the requirements.

**14 Corporate Social Responsibility (CSR):**

Based on criteria determined in section 135 of the Companies Act, 2013 concerning applicability of Corporate Social Responsibility, this provision is not applicable to the Company at present.

**15 Internal Control Systems:**

The Company has an adequate system of internal financial control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorised, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors.

**16 Listing:**

The Equity shares of the Company are listed on BSE Ltd. under Scrip Code: 533170.

**17 Subsidiaries, Joint Ventures and Associate Companies:**

The Company has one wholly owned subsidiary but does not have any associate company within the meaning of Section 2(6) of the Companies Act, 2013.

Sr. No.	Name of entity	CIN/LLPIN
1	Tamboli Castings Limited	U27320GJ2004PLC044926

The salient features of the financial statement of subsidiary company is given in form AOC-1, annexed herewith as **"Annexure-I"** and forms part of this report.

**18 Extract of Annual Return:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **"Annexure II"** and forms part of this report.

**19 Audit Committee:**

The Company has formed an Audit Committee as required under the provisions of Section 177 of the Companies Act, 2013 and under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of Audit Committee comprised of following directors:

1. Dr. Abhinandan K. Jain Independent Director- Chairman
2. Mr. Pradeep H. Gohil Independent Director- Member
3. Mr. Bipin F. Tamboli Promoter Director - Member
4. Mr. Vaibhav B. Tamboli Whole Time Director and CEO - Member
5. Mrs. Neha R. Gada Independent Director- Member

The scope of audit committee is defined as under:

- i) To approve financial results and to recommend it to Board for their approval with or without modification.
- ii) To take note of compliance of legal requirements applicable to Company.

- iii) To review changes in accounting policies and practices, if any.
- iv) To take note of irregularities or fraud in the business activity of the Company, if any.
- v) To take note of payment of statutory dues of the Company
- vi) To review internal audit findings and to take note of qualification in the internal audit report, if any.
- vii) To approve related party transactions and to recommend it to Board for their approval with or without modification.

## 20 Nomination and Remuneration Policy:

The Board of Directors of the Company has already constituted "Nomination and Remuneration Committee" consisting of four (4) members/directors, 2(two) members of the committee are Independent directors. The Nomination and Remuneration Committee and Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All appointment(s) of Director(s), Whole-time Director(s), Key Managerial Person(s) are being made on recommendations of Nomination and Remuneration Committee. A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on appointment and remuneration of Directors and Key Managerial Personnel which was approved and adopted by the Board of Directors. The Nomination and Remuneration Policy is attached with the report as **Annexure-III**

## 21 Whistle Blower Policy:

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors, Employees and other Stakeholders of the Company to report concerns about illegal and unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy which is available on the Company's website [www.tambolicapital.in](http://www.tambolicapital.in)

## 22 Risk Management Policy:

During the year, the Management of the Company had evaluated the existing Risk Management Policy of the Company. The Risk Management policy has been reviewed and found adequate and sufficient to the requirement of the Company. The Management has evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

## 23 Code of conduct for Prevention of Insider Trading:

The Company has adopted amended "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" in View of SEBI (Prohibition of Insider Trading) [Amendment] Regulation, 2018 and subsequent amendment to SEBI (PIT) Regulation and inter alia defines policy to determine "Legitimate Purpose". The necessary preventive actions, including closure of trading window on any price sensitive events information are taken care. All covered person have given declarations affirming compliance with the said code. The detailed amended policy is uploaded on Company's website.

## 24 Particulars of loans, guarantees OR Investments:

### (i) The company has given loans as per the following details:

Name of the Company	Balance outstanding as on 1.4.2018	Transaction during the year 2018-2019		Balance outstanding as on 31.3.2019
		Paid	Repayment received	
Tamboli Castings Ltd	5,36,00,000	-	5,36,00,000	Nil
Tamboli Chemico (India) Pvt. Ltd.	18,90,000	-	-	18,90,000

### (ii) The company has made investments as per the following details:

Name of the Company	Balance outstanding as on 1.4.2018	Transaction during the year 2018-2019		Balance outstanding as on 31.3.2019
		Purchase	Sales	
Tamboli Castings Ltd 2900000 equity shares of ₹ 10.00 each	2,90,00,000	-	-	2,90,00,000
Tamboli Chemico (India) Pvt. Ltd. 11000 equity shares of ₹ 10.00 each	1,10,000	-	-	1,10,000