

**10th ANNUAL REPORT  
2017-2018**

**TAMBOLI CAPITAL LIMITED**



**TAMBOLI CAPITAL LIMITED**

(TCAP)

**BOARD OF DIRECTORS** :

Mr. Bipin F. Tamboli	Chairman
Mr. Tushar B. Dalal	Director
Mrs. Bharati B. Tamboli	Women Director
Mr. Pradeep H. Gohil	Director
Dr. Abhinandan K. Jain	Director
Mrs. Neha R. Gada	Additional 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  
Fax (91) (079) 2658 1296  
E-Mail [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON MONDAY 13TH DAY OF AUGUST 2018 AT HOTEL NILAMBAG PALACE, BHAVNAGAR AT 1630 HOURS, to transact the following business:

### ORDINARY BUSINESS :

1. To consider and adopt the standalone financial statements and consolidated financial statements of the Company for the year ended March 31, 2018, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend for the Financial Year 2017-2018.
3. To appoint a Director in place of Mr. Vaibhav B. Tamboli (DIN: 00146081), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS :

4. Appointment of Mr. Vaibhav B. Tamboli (DIN: 00146081) as Whole Time Director and Chief Executive Officer (CEO) of the Company.

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

**"RESOLVED THAT** in accordance with the provisions of sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V (including any amendment(s) thereto or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Articles of Association of the Company, and such sanction(s) as may be necessary under law. Mr. Vaibhav B. Tamboli (DIN: 00146081) be and is hereby appointed as Whole Time Director and CEO of the Company for a period of five years effective from August 9, 2017 to August 8, 2022 without any remuneration upon such terms and conditions as specified herein below:

- |                          |   |   |
|--------------------------|---|---|
| 1. Period of Appointment | : | Five years effective from August 9, 2017  |
| 2. Nature of Duties      | : | Management of business activities of the Company subject to the control, direction and superintendence of the Board |
| 3. Title                 | : | Whole Time Director and Chief Executive Officer (CEO)   |
| 4. Remuneration          | : | Nil   |

**RESOLVED FURTHER THAT** Board of Directors (hereinafter referred to as 'the Board', which expression shall also included the Nomination and Remuneration Committee of the Board) has liberty and powers in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointments, subject to same is in compliance with the provisions of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

5. Appointment of Mrs. Neha R. Gada (DIN: 01642373) 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) Mrs.. Neha R. Gada (DIN: 01642373), who was appointed as an Additional Independent Director by the Board of Directors on 26th May 2018 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, 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 i.e.up to 25.05.2023."

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 26, 2018

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

**Notes:**

1. 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.
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 and the explanatory statement 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 04.08.2018 to 10.08.2018 (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	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
2014-2015	12.08.2015	11.08.2022	11.09.2022
2015-2016	01.07.2016	30.06.2023	30.07.2023
2016-2017	08.08.2017	07.08.2024	07.09.2024

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 System (India) Ltd. (CDSL), as on the close of the day before start of Book Closure dated from 04.08.2018 to 10.08.2018 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 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services 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 6, 2018.
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 6, 2018 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 9, 2018 at 10.00 a.m. and ends on August 12, 2018 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 6, 2018 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 ("EVSNo") 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 on mobile. 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 :**
- 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.
  - 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).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - 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.
  - 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, Proprietor of Ashish Shah & Associates, Ahmedabad as Scrutinizer to scrutinize the polling taking 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.
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 a Aadhar Card, Driving License, Passport, and Voter ID Card.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 26, 2018

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

**EXPLANATORY STATEMENT****Explanatory Statement pursuant to section 102 of the Company Act, 2013 relating to the special business set out in the accompanying notice.****Item No. 4**

Mr. Vaibhav B. Tamboli had been appointed as Whole Time Director and CEO pursuant to sections 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V (including any amendment(s) thereto or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Articles of Association of the Company, and such sanction(s) as may be necessary under law for a period of five years effective from August 9, 2017 to August 8, 2022 without any remuneration.

Vaibhav Tamboli graduated with first class in Bachelors of Mechanical Engineering from Maharashtra Institute of Technology, University of Pune in the year 1997 and then completed his Masters in Business Administration (MBA) with distinction from University of Bridgeport, Connecticut, USA in the year 1999.

Vaibhav Tamboli started his career as a Foundry Engineer at Steelcast Limited in the year 1997. After his MBA, he worked for C. Melchers Consulting, Westport, Connecticut, USA as a Research Analyst. In the year 2000 he joined Investment & Precision Castings Limited (I&PCL) and was on Board of Directors of the Company till the year 2009 as an Executive Director.

Vaibhav Tamboli was the founder Director of the Company at the time of Incorporation, he re-joined the Board on February 11, 2017 as an Additional Director and subsequently appointed as Director of the Company by the members in 9th AGM of the Company held on August 8, 2017.

He is currently working as an Executive Director in the Company's wholly owned subsidiary; Tamboli Castings Limited (TCL), he continues to be an active and an executive member of the Board. He is on the Board of the Company since its inception in the year 2004. He has rich and varied experience of many years, his key strengths are General Management, Finance, Strategy, Operations and Technology. Considering his expertise and experience his appointment would be beneficial to the Company.

He was not disqualified from being appointed as Director in terms of section 164 of the Companies Act. As on March 31, 2018 he holds 421408 Equity Shares of face value of ₹ 10/- each in the Company.

None of the Directors, Key Managerial Personnel, or their relative, except Mr. Vaibhav himself and his relatives Mr. Bipin F. Tamboli and Mrs. Bharati B. Tamboli are directly/indirectly concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution as an ordinary resolution for your approval.

**Item No.5**

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Mrs. Neha R. Gada was appointed as an Additional Independent Director w.e.f. 26th May, 2018 by the Board of Directors of the Company. Mrs. Neha R. Gada holds office upto the conclusion of the date of this Annual General Meeting.

The Nominations Committee has recommended the appointment of Mrs. Neha R. Gada as an Independent Director for a period of 5(five) years from 26.05.2018 to 25.05.2023.

Mrs. Neha R. Gada is a professional Chartered Accountant. She has vast knowledge in the fields of corporate compliances under securities laws, listing of various securities with stock exchange, and related matters. She has served at managerial position for eight years at Bombay Stock Exchange in various departments including corporate services, surveillance and supervision and was instrumental in conceptualising and implementing various systems and modules for compliances. Presently, she is running a consultancy firm, which specialises in matters related to SEBI Regulations & NBFCs. She has handled various assignments relating to Listing, Compliances with stock exchange, corporate restructuring, mergers, SMEs, relisting of companies, handling exemption and consent applications at SEBI, drafting of ESOP schemes. She holds position of Independent Director in two listed companies. Her appointment would be beneficial to the Company.



Mrs. Neha R. Gada, non-executive director of the Company, has given a declaration to the Board that she 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 she is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mrs. Neha R. Gada as an Independent Director is now being placed before the Members for their approval.

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

None of the Directors (except Mrs. Neha R. Gada), 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.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 26, 2018

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.**

Particulars	Mr. Vaibhav B. Tamboli	Mrs. Neha R. Gada
DIN	00146081	01642373
Date of Birth	22.10.1975	22.03.1976
Date of Appointment/Re-appointment	09.08.2017	26.05.2018
Qualification	B.E. (Mech.) & MBA (USA)	B.Com, C.A
Designation	Whole Time Director and CEO	Independent Director
Expertise in Specific Functional Areas	1. General Management 2. Finance 3. Strategy 4. Operations 5. Technology	1. SEBI Regulations 2. Corporate Compliances 3. Listing Regulations/Compliances 4. Corporate Restructuring
Disclosure of relationships between directors inter-se	Son of Mr. Bipin F. Tamboli and Mrs. Bharati B. Tamboli	-
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Nil	1. Asian Star Company Limited 2. Anglo-French Drugs & Industries Ltd.
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.	1. Dhhanish Advisors Pvt. Ltd. 2. Maxplore School of Business Pvt. Ltd.
Chairman/Member of committees of Board of company of which he/she is a Director	3 (Member)	Nil
Number of shares held in the Company	4,21,408	Nil

**DIRECTORS' REPORT : 2017-2018**

To  
The Members

The Directors of **Tamboli Capital Limited** present their 10th Report with Audited financial statements of the Company for the year ended March 31, 2018.

**1 Financial Results :**

	<b>2017-2018</b>	<b>2016-2017</b>
		(₹ In Lacs)
Revenue from operations	175.93	163.68
Profit before Interest, Depreciation and Tax	151.76	141.65
Finance Cost	0.03	-
Profit before Depreciation and Tax	151.73	141.65
Depreciation	0.04	0.09
Profit/(Loss) before Tax and Exceptional items	151.69	141.56
Tax Expense	15.45	18.13
Deferred Tax/(Credit)	(0.01)	(0.01)
Exceptional Items	-	-
Net Profit/(Loss) after Tax	136.25	123.44
Appropriations:		
Proposed Dividend	*	*
Corporate Dividend Tax	0.00	0.00
General Reserve	66.81	54.00
Balance carried forward	69.44	69.44

\* According to the revised AS 4 - 'Contingencies and events occurring after the balance sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, the Company has not accounted for proposed dividend (including tax) as a liability for the year ended March 31, 2018.

**2 Operations:**

The standalone total income during the year shows an increase of 7.48% over the previous year, and Profit Before Tax shows an increase of 7.15% over the previous year. The consolidated income shows a marginal increase of 1.06% over the previous year, the consolidated Profit Before Tax is at 1055.30 Lacs, almost the same as last year and continues to have a healthy EBITDA margin of 26.22%. During the year the Company has not changed its business activities.

**3 Dividend:**

The Directors are pleased to recommend a Dividend for the period ended March 31, 2018 @ ₹ 0.70 per share i.e. 7% on 99,20,000 Equity shares for the financial year 2017-2018 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 ₹ 66.81 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 end 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 Details of Directors and Key Managerial Personnel:**

Mr. Bipin F. Tamboli (DIN: 00145948), Chairman and Managing Director of the Company has relinquished the position of Chairman & Managing Director effective from the close of business hours on August 8, 2017, however he continues to be Chairman and Director of the Company

Mr. Vaibhav B. Tamboli (DIN: 00146081) was appointed as Whole Time Director and CEO of the Company effective from August 9, 2017 based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of members in the ensuing Annual General Meeting of the Company. He also retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Mrs. Neha R. Gada (DIN: 01642373) was appointed as an additional director w.e.f. 26.05.2018, her terms of office expires at this Annual General Meeting. She being eligible, offer herself for appointment. As per section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 she is being now proposed to be appointed as an Independent Director to hold office as per her tenure of appointment mentioned in the Notice of Annual General Meeting of the Company.

**9 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.

**10 Four (4) board meetings were held during the period under review. Board meeting dates are (1) 18.05.2017, (2) 08.08.2017, (3) 11.11.2017 and (4) 06.02.2018. Details of attendance of Directors at the Board Meetings during the financial year 2017-2018 and at the last Annual General Meeting held on 08.08.2017 are given below:**

Name	Position	Meetings held during the tenure of Directors	Meetings attended	Attendance at the last AGM held on 08.08.2017
Mr. Bipin F. Tamboli	Chairman	4	4	Yes
Mr. Tushar B. Dalal	Non-Executive Independent Director	4	1	No
Mr. Pradeep H. Gohil	Non-Executive Independent Director	4	4	Yes
Mrs. Bharati B. Tamboli	Non-Executive Non Independent Women Director	4	4	Yes
Dr. Abhinandan K. Jain	Non-Executive Independent Director	4	4	Yes
Mr. Vaibhav B. Tamboli	Whole Time Director and CEO	4	4	Yes

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

**11 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:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) 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;
- iii) 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;
- iv) the directors had prepared the annual accounts on a going concern basis;
- v) 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
- vi) 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.

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

During the year, Board has made 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.

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- 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.

The board is collectively of the opinion that the overall performance of the Board, committees thereof and the individual Directors is satisfactory and conducive to the growth and progress of the Company and meets the requirements.

### 13 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.

### 14 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.

### 15 Listing:

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

### 16 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 financial statement of subsidiary company is given in form AOC-1 is annexed herewith as "Annexure-I" and forms part of this report.

### 17 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.

### 18 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. Mr. Tushar B. Dalal Independent Director- Chairman
2. Mr. Pradeep H. Gohil Independent Director- Member
3. Mr. Bipin F. Tamboli Promoter Director - Member
4. Mrs. Bharati B. Tamboli Promoter Director - Member
5. Dr. Abhinandan K. Jain Independent Director- Member
6. Mr. Vaibhav B. Tamboli Whole Time Director and CEO - 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.

**19 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**.

**20 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)

**21 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 there is no element of risk identified that may threaten the existence of the Company.

**22 Code of conduct for Prevention of Insider Trading:**

The Company has established a code of conduct for Prevention of Insider Trading. The necessary preventive actions, including closure of trading window around the time of any price sensitive events information are taken care. All covered person have given declarations affirming compliance with the said code. The detailed policy is uploaded on Company's website.

**23 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 1.4.2017	Transaction during the year 2017-2018		Balance outstanding as on 31.3.2018
		Paid	Repayment received	
Tamboli Castings Ltd	5,36,00,000	-	-	5,36,00,000
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 1.4.2017	Transaction during the year 2017-2018		Balance outstanding as on 31.3.2018
		Paid	Repayment received	
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

**24 Particulars of Contracts or Arrangements with Related Parties:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including arms length transactions under third proviso thereto is annexed in **Annexure IV**.

**25 Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:****A Conservation of Energy:**

- (i) the steps taken or impact on conservation of energy; N.A.
- (ii) the steps taken by the Company for utilizing alternate sources of energy; N.A.
- (iii) the capital investment on energy conservation equipments; N.A.

**B Technology Absorption:**

- (i) the efforts made towards technology absorption; N.A.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.
  - (a) the details of technology imported; N.A.
  - (b) the year of import; N.A.
  - (c) whether the technology been fully absorbed; N.A.
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A.
- (iv) the expenditure incurred on Research and Development: N.A.

**C Foreign Exchange Earnings and Outgo:**

The Details of foreign exchange earnings and outgo are as follows:

- (i) Foreign Exchange Earning: ₹ Nil
- (ii) Foreign Exchange Outgo: ₹ Nil

**Note: Since the Company does not have any manufacturing operations, details of Conservation of Energy, Technology Absorption are not applicable to the Company.**

**26. Corporate Governance:**

As per amended provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of corporate governance are not applicable to listed Companies having paid up capital not exceeding ₹ 10 cr. and net worth not exceeding ₹ 25 cr. as on the last date of the previous year. Paid up capital and net worth of the Company are not exceeded the prescribed limit in previous year, hence, provisions of Corporate Governance are not applicable to the Company.

**27. Management Discussion and Analysis:**

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is enclosed.

**28. Managerial Remuneration:**

- a) The Company does not have any Key Managerial Personnel or employee, receiving remuneration of ₹ 8,50,000/- per month or ₹ 1,02,00,000/- per annum and therefore no particulars are required to be furnished under section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b) No remuneration being paid to Directors of the Company during the year under review, except sitting fees paid for attending meetings of the Board and Committees.

**29. Particulars of Employees:**

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: No remuneration being paid to any Director of the Company except sitting fees paid for attending the Board meeting and committee meeting and therefore ratio of the remuneration of each director to the median remuneration of employee is not provided.
- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year: As mentioned above, none of the Directors are receiving any remuneration from the Company. However, there is an increase of 18% in remuneration paid to CFO during the year.
- c. The percentage increase in the median salaries of employees in the financial year: 11% p. a.
- d. The number of permanent employees on the rolls of the Company: There are 3 (Three) permanent employees on the roll of the Company.
- e. Average percentile increase already made in the salaries of the employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average annual increase was around 11 to 18% p.a.

f. The Company affirms remuneration is as per the remuneration policy of the Company.

There is no employee covered under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **30 Secretarial Audit Report:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board on the recommendations of the Audit Committee, has appointed Mr. Ashish Shah, Practicing Company Secretary, to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2018. The Secretarial Audit Report issued by Mr. Ashish Shah, Company Secretary, in form MR-3 is enclosed and forms a part of this report.

#### **Comment on Secretarial Audit Report:**

There is no adverse comment in the Secretarial Auditors' report which requires any further explanation under Section 134 of the Companies Act, 2013.

### **31 Cash Flow Statement:**

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the Stock Exchanges, the Cash Flow Statement is attached to the Balance Sheet.

### **32 Auditors:**

At the 9th Annual General Meeting (AGM), the members appointed M/s P A R K & Co., Chartered Accountants, as Statutory Auditors of the Company, for a period of 5 years till the conclusion of 14th AGM, subject to ratification at every AGM.

However, Ministry of Corporate Affairs, vide its Notification dated 7th May, 2018 amended provisions of Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 and accordingly, provisions of requirement of ratification of appointment of auditor at every general meeting is dispensed with. Therefore, at the ensuing general meeting members are not required to ratify Auditor's appointment and M/s P A R K & Co., Chartered Accountants, will continue to act as auditors of the Company till financial year 2021-22.

#### **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.

### **33 Acknowledgement:**

The Directors wish to place on record and acknowledge their appreciation and gratitude for the continued co-operation and support received from the Central Government, the State Government of Gujarat, Regulatory Bodies, participating Financial Institutions/Banks and its Clients, employees and consultants. Your Directors further thank the fraternity of Members/Shareholders for their continued confidence reposed in the management of the Company.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 26, 2018

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



**Annexure – I****FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part “A” Subsidiaries**

1	Sr. No.	:	1
2	Name of the Subsidiary	:	TAMBOLI CASTINGS LIMITED
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	:	31.03.2018
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	:	Not Applicable
5	Share Capital	:	₹ 29,000,000
6	Reserves & Surplus	:	₹ 496,693,427
7	Total Assets	:	₹ 695,085,842
8	Total Liabilities	:	₹ 169,392,415
9	Investments	:	₹ -
10	Turnover	:	₹ 554,351,484
11	Profit before Taxation	:	₹ 99,640,752
12	Provision for Taxation	:	₹ 34,017,124
13	Profit after Taxation	:	₹ 65,623,628
14	Proposed dividend	:	₹ 9,280,000
15	% of shareholding	:	100%

**Notes:**

1	Names of subsidiaries which are yet to commence operation	:	NIL
2	Names of subsidiaries which have been liquidated or sold during the year	:	NIL

**Part “B” Associates and Joint Ventures**

The Company does not have any associates and joint ventures, hence informations in respect of associates and joint ventures are not provided.

FOR AND ON BEHALF OF THE BOARD

Place : Bhavnagar  
Dated : May 26, 2018

**B. F. Tamboli**                      DIN: 00145948  
**V. B. Tamboli**                      DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO                      PAN: AOKPP8295E  
P.D. Jasani - CS                      PAN: ASJPJ1047M  
Mem. No. 39137



## Annexure-II

## Form No. MGT-9

## Extract of Annual Return

As on financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013

&amp;

rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. Registration and Other details:

- i) CIN : L65993GJ2008PLC053613
- ii) Foreign Company Registration No./GLN : Not Applicable
- iii) Registration Date : 17.04.2008
- iv) Name of the Company : TAMBOLI CAPITAL LIMITED
- v) Category/Sub Category of the Company : Public Limited Company Limited by Shares
- vi) Address of the Registered Office and contact details : Mahavir Palace, 8-A, Kalubha Road, Bhavnagar, Gujarat-364 002  
Phone No. : +91 8866541222  
Fax No. : +91 278 252 0064  
E-mail: [direct1@tambolicapital.in](mailto:direct1@tambolicapital.in)
- vii) Website : [www.tambolicapital.in](http://www.tambolicapital.in)
- viii) Name of the police station having jurisdiction where the registered office is situated : Bhavnagar
- ix) Address for correspondence, if different from address of registered office : No
- x) Whether shares are listed on recognized stock exchange(s) If yes, details of stock exchanges where share are listed : Yes  
BSE Ltd.  
Scrip Code is: 533 170
- xi) Name and address of Registrar & Transfer Agents (RTA) : MCS Share Transfer Agent Ltd.  
201, 2<sup>nd</sup> Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380 009.  
Ph. No. : 91 079 2658 0461  
Fax No. : 91 079 2658 1296  
E-mail: [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)

## II. Principal business activities of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and description of main products/services	NIC Code of the product/ service	% to total turnover of the Company
1	Income from Interest and dividends	64200	100%

## III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Tamboli Castings Limited Survey No. 207 1-2 & 208/2, B/H GEB Sub Station, Sidsar Road, Vartej, Bhavnagar 364 060	U27320GJ2004PLC044926	Subsidiary	100%	Section 2(87)(ii)

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**IV Shareholding pattern (Equity share capital breakup as percentage of total equity):**

## i) Category-wise shareholding:

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters &amp; Promoters Group</b>									
(1) Indian									
(a) Individual/HUF	4950400	-	4950400	49.90	4950400	-	4950400	49.90	Nil
(b) Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
(c) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(d) Any Other									
Bodies Corporate	224600	-	224600	2.27	224600	-	224600	2.27	Nil
Sub Total (A) (1)	5175000	-	5175000	52.17	5175000	-	5175000	52.17	Nil
(2) Foreign									
(a) Individuals (Non Resident Individual / Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b) Government	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	5175000	-	5175000	52.17	5175000	-	5175000	52.17	Nil
<b>B. Public Shareholding</b>									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(e) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
(f) Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
(g) Insurance Companies	216309	-	216309	2.18	216309	-	216309	2.18	Nil
(h) Provident Funds/Pension Funds	-	-	-	-	-	-	-	-	-
(i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B) (1)	216309	-	216309	2.18	216309	-	216309	2.18	Nil
(2) Non Institutions									
(a) Individuals									
(ai) Individual shareholders holding nominal share capital upto ₹ 2 Lakh	2586784	229807	2816591	28.39	2315230	215907	2531137	25.52	-2.87
(aii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	954548	24000	978548	9.86	1145385	-	1145385	11.55	+1.69
(b) NBFC registered with RBI	-	-	-	-	-	-	-	-	-
(c) Employee Trusts	-	-	-	-	-	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e) Others (Specify)									
(e1) Hindu Undivided Families	-	-	-	-	230926	-	230926	2.33	+2.33
(e2) Bodies Corp.	385785	244	386029	3.89	302435	244	302679	3.05	-0.84
(e3) Non Resident Indians	347523	-	347523	3.50	318564	-	318564	3.21	-0.29
Sub Total (B) (2)	4274640	254051	4528691	45.65	4312540	216151	4528691	45.65	Nil
Total public shareholding (B) = (B) (1) + (B) (2)	4490949	254051	4745000	47.83	4528849	216151	4745000	47.83	Nil
<b>C. Non Promoter Non Public</b>	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9665949	254051	9920000	100.00	9703849	216151	9920000	100.00	-

ii) Shareholding of promoter:

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/ Encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ Encumbered to total shares	
1	Bipin Fulchand Tamboli	3028944	30.53	Nil	3028944	30.53	Nil	Nil
2	Bipin F. Tamboli - HUF	486112	4.90	Nil	486112	4.90	Nil	Nil
3	Bharatiben Bipinchandra Tamboli	478400	4.82	Nil	478400	4.82	Nil	Nil
4	Mehulkumar Bipinchandra Tamboli	429808	4.33	Nil	429808	4.33	Nil	Nil
5	Vaibhav Bipinchandra Tamboli	421408	4.25	Nil	421408	4.25	Nil	Nil
6	Mebhav Investment Pvt. Ltd.	224600	2.26	Nil	224600	2.26	Nil	Nil
7	Julieben Mehulkumar Tamboli	53600	0.54	Nil	53600	0.54	Nil	Nil
8	Nikita Vaibhav Tamboli	48000	0.48	Nil	48000	0.48	Nil	Nil
9	P.A. Subramanian	3200	0.03	Nil	3200	0.03	Nil	Nil
10	Annushree M. Tamboli	928	0.01	Nil	928	0.01	Nil	Nil
	Total	5175000	52.17	Nil	5175000	52.17	Nil	Nil

iii) Change in Promoters' shareholding (Please specify, if there is no change):

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shares at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	5175000	52.17	5175000	52.18
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/ transfer/bonus/sweat Equity etc.				
1	Bipin Fulchand Tamboli				
	01.04.2017 - Opening	3028944	30.53	3028944	30.53
		No transactions during the year			
	31.03.2018 - Closing			3028944	30.53
2	Bipin Fulchand Tamboli - HUF				
	01.04.2017 - Opening	486112	4.90	486112	4.90
		No transactions during the year			
	31.03.2018 - Closing			486112	4.90
3	Bharatiben Bipinchandra Tamboli				
	01.04.2017 - Opening	478400	4.82	478400	4.82
		No transactions during the year			
	31.03.2018 - Closing			478400	4.82
4	Mehulkumar Bipinchandra Tamboli				
	01.04.2017 - Opening	429808	4.33	429808	4.33
		No transactions during the year			
	31.03.2018 - Closing			429808	4.33
5	Vaibhav Bipinchandra Tamboli				
	01.04.2017 - Opening	421408	4.25	421408	4.25
		No transactions during the year			
	31.03.2018 - Closing			421408	4.25

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6	Mebhav Investment Pvt. Ltd.				
	01.04.2017 - Opening	224600	2.26	224600	2.26
		No transactions during the year			
	31.03.2018 - Closing			224600	2.26
7	Julieben Mehulkumar Tamboli				
	01.04.2017 - Opening	53600	0.54	53600	0.54
		No transactions during the year			
	31.03.2018 - Closing			53600	0.54
8	Nikita Vaibhav Tamboli				
	01.04.2017 - Opening	48000	0.48	48000	0.48
		No transactions during the year			
	31.03.2018 - Closing			48000	0.48
9	P.A. Subramanian				
	01.04.2017 - Opening	3200	0.03	3200	0.03
		No transactions during the year			
	31.03.2018 - Closing			3200	0.03
10	Annushree M. Tamboli				
	01.04.2017 - Opening	928	0.01	928	0.01
		No transactions during the year			
	31.03.2018 - Closing			928	0.01
	At the end of the year	5175000	52.17	5175000	52.17

## iv) Shareholding pattern of top ten shareholders (Other than Directors, Promoters and holders of GDRs and ADRs:

Sr. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	684657	6.90	684657	6.90
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/ transfer/bonus/sweat Equity etc.				
1	Life Insurance Corporation of India				
	01.04.2017 - Opening	216309	2.18	216309	2.18
		No transactions during the year			
	31.03.2018 - Closing			216309	2.18
2	Rajiv Garg				
	01.04.2017 - Opening	-	-	-	-
	01.09.2017 - Market Purchase	65000	0.66	65000	0.66
	15.09.2017 - Market Purchase	6579	0.06	71579	0.72
	22.09.2017 - Market Purchase	5921	0.06	77500	0.78
	30.09.2017 - Market Purchase	3500	0.04	81000	0.82
	13.10.2017 - Market Purchase	9289	0.09	90289	0.91
	20.10.2017 - Market Purchase	1536	0.02	91825	0.93
	17.11.2017 - Market Purchase	1085	0.01	92910	0.94
	24.11.2017 - Market Purchase	13170	0.13	106080	1.07
	01.12.2017 - Market Purchase	3913	0.04	109993	1.11
	08.12.2017 - Market Purchase	1007	0.01	111000	1.12
	15.12.2017 - Market Purchase	27687	0.28	138687	1.40
	22.12.2017 - Market Purchase	5363	0.05	144050	1.45
23.02.2018 - Market Purchase	950	0.01	145000	1.46	
31.03.2018 - Market Purchase	6000	0.06	151000	1.52	
	31.03.2018 - Closing			151000	1.52

3	Sandeep Talwar				
	01.04.2017- Opening	104061	1.05	104061	1.05
		No transactions during the year			
	31.03.2018 - Closing			104061	1.05
4	Monita Ajaybhai Shah				
	01.04.2017- Opening	-	-	-	-
	12.01.2018 - Market Purchase	22911	0.23	22911	0.23
	19.01.2018 - Market Purchase	13039	0.13	35950	0.36
	26.01.2018 - Market Purchase	11718	0.12	47668	0.48
	02.02.2018 - Market Purchase	9791	0.10	57459	0.58
	09.02.2018 - Market Purchase	4816	0.05	62275	0.63
	16.02.2018 - Market Purchase	7373	0.07	69648	0.70
	23.02.2018 - Market Purchase	14230	0.14	83878	0.85
	09.03.2018 - Market Purchase	4400	0.04	88278	0.89
	16.03.2018 - Market Purchase	3585	0.04	91863	0.93
	31.03.2018 - Market Purchase	1000	0.01	92863	0.94
	31.03.2018 - Closing			92863	0.94
5	Shashank S. Khade				
	01.04.2017 - Opening	-	-	-	-
	20.10.2017 - Market Purchase	850	0.01	850	0.01
	27.10.2017 - Market Purchase	25719	0.26	26569	0.27
	03.11.2017 - Market Purchase	25748	0.26	52317	0.53
	10.11.2017 - Market Purchase	6373	0.06	58690	0.59
	17.11.2017 - Market Purchase	29144	0.29	87834	0.88
	24.11.2017 - Market Purchase	2000	0.02	89834	0.91
	31.03.2018 - Closing			89834	0.91
6	D. Shrimati				
	01.04.2017 - Opening	86806	0.88	86806	0.88
		No transactions during the year			
	31.03.2018 - Closing			86806	0.88
7	Madhuri Kela				
	01.04.2017 - Opening	75000	0.76	75000	0.76
		No transactions during the year			
	31.03.2018 - Closing			75000	0.76
8	Vinod Aachi				
	01.04.2017 - Opening	61950	0.62	61950	0.62
	14.07.2017 - Market Purchase	11307	0.12	73257	0.74
	31.03.2018 - Closing			73257	0.74
9	Bikram Chaudhary				
	01.04.2017 - Opening	67904	0.68	67904	0.68
		No transactions during the year			
	31.03.2018 - Closing			67904	0.68
10	Batlivala & Karani Capital Pvt. Ltd.				
	01.04.2017 - Opening	147627	1.49	147627	1.49
	07.04.2017 - Market Sell	-23900	-0.24	123727	1.25
	28.04.2017 - Market Sell	-1772	-0.02	121955	1.23
	12.05.2017 - Market Sell	-32400	-0.33	89555	0.90
	19.05.2017 - Market Sell	-1800	-0.02	87755	0.88
	28.07.2017 - Market Sell	-10350	-0.10	77405	0.78
	08.09.2017 - Market Sell	-2100	-0.02	75305	0.76
	17.11.2017 - Market Sell	-10000	-0.10	65305	0.66
	22.12.2017 - Market Sell	-5002	-0.05	60303	0.60
	31.03.2018 - Closing			60303	0.60
	At the End of the year (or on the date of separation, if separated during the year)	1017337	10.26	1017337	10.26

## TAMBOLI CAPITAL LIMITED

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### v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	3929752	39.61	3929752	39.61
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/transfer/bonus/sweat Equity etc.				
1	Bipin F. Tamboli				
	01.04.2017 - Opening	3028944	30.53	3028944	30.53
		No transactions during the year			
	31.03.2018 - Closing			3028944	30.53
2	Bharati B. Tamboli				
	01.04.2017 - Opening	478400	4.82	478400	4.82
		No transactions during the year			
	31.03.2018 - Closing			478400	4.82
3	Vaibhav B. Tamboli				
	01.04.2017 - Opening	421408	4.25	421408	4.25
		No transactions during the year			
	31.03.2018 - Closing			421408	4.25
4	V.H. Pathak				
	01.04.2017 - Opening	1000	0.01	1000	0.01
		No transactions during the year			
	31.03.2018 - Closing			1000	0.01
	At the End of the year	3929752	39.61	3929752	39.61

### V Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the year				
- Addition	Nil	Nil	Nil	Nil
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

**VI Remuneration of Directors and Key Managerial Personnel:**

**A Remuneration to Managing Director, Whole-time Directors and/or manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. B.F. Tamboli Managing Director *	Mr. Vaibhav B. Tamboli Whole Time Director and CEO **	
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others, please specify			
	Sitting fees for attending board & committee meetings	37,000	37,500	74,500
	Total (A)	37,000	37,500	74,500
	Ceiling as per the Act	₹ 681,255(excluding sitting fees)		-
* Relinquished as Managing Director effective from August 9, 2017.				
** Appointed as Whole Time Director and CEO effective from August 9, 2017.				

**B Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Name of Director					Total Amount
		Mr. T.B. Dalal	Mr. P.G. Gohil	Dr. A.K. Jain	Mrs. B.B. Tamboli	Mr. B.F. Tamboli	
1	Independent Directors						
	- Fees for attending Board & committee meetings	20,000	75,000	76,000	-	-	171,000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total -1	20,000	75,000	76,000	-	-	171,000
2	Other Non-executive Directors						
	- Fees for attending Board & committee meetings	-	-	-	75,500	38,000	151,000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total -2	-	-	-	-	-	-
	Total (B) (1) + (2)	-	-	-	75,500	38,000	151,000
	Total Managerial Remuneration	20,000	75,000	76,000	75,500	38,000	322,000
	Overall ceiling as per the Act	₹ 136,251 (excluding sitting fees)					

**C Remuneration to Key Managerial Personnel Other than MD/WTD/Manager:**

Sr. No.	Particulars of Remuneration	Ker Managerial PersonnelTotal			Amount
		CEO	Company Secretary	CFO	
1	Gross Salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	132,000	635,000	767,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	N.A	N.A	N.A
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	N.A	N.A	N.A
2	Stock Option	Nil	N.A	N.A	N.A
3	Sweat Equity	Nil	N.A	N.A	N.A
4	Commission		N.A	N.A	N.A
	- as % of profit	Nil	N.A	N.A	N.A
	- others, specify	Nil	N.A	N.A	N.A
5	Total	Nil	132,000	635,000	767,000

**TAMBOLI CAPITAL LIMITED**10<sup>th</sup> ANNUAL REPORT 2017-18**VII Penalty/Punishment/Compounding of Offences:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD,NCLT, Court]	Appeal made, if any (Give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers					
in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Place : Bhavnagar  
Dated: May 26, 2018

**B. F. Tamboli**  
CHAIRMAN  
DIN: 00145948



## Annexure-III

**NOMINATION AND REMUNERATION POLICY****I PREAMBLE**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**II OBJECTIVE**

The objective of the policy is to ensure that;

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**III DEFINITIONS**

- (i) "Board" means Board of Directors of the Company.
- (ii) "Company" means "Tamboli Capital Limited."
- (iii) "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- (iv) "Key Managerial Personnel" (KMP) means:
  - a. Chief Executive Officer or the Managing Director or the Manager or Director,
  - b. Company Secretary,
  - c. Whole-time Director,
  - d. Chief Financial Officer and
  - e. Such other officer as may be prescribed
- (v) "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- (vi) "Policy or This Policy" means, "Nomination and Remuneration Policy."
- (vii) "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- (viii) "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all the functional heads.

**IV INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, and any other SEBI Regulation(s) as amended from time to time.

**V ROLE OF THE COMMITTEE**

- (a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- (b) To formulate criteria for evaluation of Independent Directors and the Board.
- (c) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- (d) To carry out evaluation of Director's performance.
- (e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- (f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- (g) To devise a policy on Board diversity, composition, size.
- (h) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- (j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

**VI CONSTITUTION, CHAIRMANSHIP, QUORUM AND MEETING**

- (a) The Committee shall comprise of three (3) or more non-executive Directors out of which not less than one half shall be Independent.
- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and other applicable statutory requirements.
- (c) Term of the Committee shall be continued unless terminated by the Board of Directors.
- (d) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- (e) The Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not Chair the Committee.
- (f) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- (g) The Chairman of the Nomination and Remuneration Committee should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.
- (h) The meeting of the Committee shall be held at such regular intervals as may be required.
- (i) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.
- (j) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- (k) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**VII APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT****1. Appointment criteria and qualifications:**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- (b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

**2. Term/Tenure:**

- (a) Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of such term.
- (b) Independent Director:
  - (i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
  - (ii) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
  - (iii) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**3. Evaluation:**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**4. Removal:**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**5. Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**VIII PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT****1. Remuneration to Managing Director/Whole-time Directors:**

- (a) The Remuneration/Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

**2. Remuneration to Non-Executive/Independent Directors:**

- (a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be entitled to any Stock Options of the Company.
- (d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - (i) The Services are rendered by such Director in his capacity as the professional; and
  - (ii) In the opinion of the Board/Committee, the director possesses the requisite qualification for the practice of that profession.

**3. Remuneration to Key Managerial Personnel and Senior Management:**

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**IX IMPLEMENTATION**

- (a) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- (b) The Committee may delegate any of its powers to one or more of its members as deem fit.

**X DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so and the Board shall have such authority to approve such deviations.

**XI AMENDMENTS TO THE POLICY**

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Annexure-IV****Form AOC-2**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**1 Details of contracts of arrangements or transactions not at arm's length basis:**

Name of Related Party	Nature of Relationship	Nature of Contracts/ Agreements/ Transactions	Duration of Contracts/ Agreements/ Transactions	Salient terms of Contracts/ Agreements/ Transactions	Justification of entering	Date of Approval by Board	Amount paid in advance	Date of which Special Resolution was passed in general meeting u/s 188
NOTAPPLICABLE								

**2 Details of material contracts or arrangement or transactions at arm's length basis:**

Name of Related Party	Nature of Relationship	Nature of Contracts/ Agreements/ Transactions	Duration of Contracts/ Agreements/ Transactions	Salient terms of Contracts/ Agreements/ Transactions	Transaction Value Transactions	Date of Approval by Board	Amount paid in advance
Tamboli Exim Ltd.	Associate Company	Purchase of Gift Articles	April 2017 to March 2018	At market rate	1,236	11.02.2017	Nil

Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 26, 2018

**B. F. Tamboli**  
CHAIRMAN  
DIN: 00145948

## MANAGEMENT DISCUSSION & ANALYSIS

### A Overview - Financial Performance:

The standalone total income during the year shows an increase of 7.48% over the previous year, and Profit Before Tax shows an increase of 7.15% over the previous year. The consolidated income shows a marginal increase of 1.06% over the previous year, the consolidated Profit Before Tax is at 1055.30 Lacs, almost the same as last year and continues to have a healthy EBITDA margin of 26.22%.

### B Industry Structure & Development:

The Company is an Investment Holding Company having investments primarily in Tamboli Castings Limited (TCL), the wholly owned subsidiary of the Company and financial instruments. The Company's subsidiary is engaged in the manufacturing of ready to use investment castings of high complexity and fully machined components. The profitability of the Company is linked to the performance of the said investments.

As conveyed last year, the Company's subsidiary has made a small progress via Government's "Make in India" initiative and received its first orders from Public Sector Undertakings. Additionally it has also received its first order for supply of investment castings to the Indian Defense Sector. The Company's subsidiary continues to supply majority of its products to its reputed customers in Europe and U.S.A and continues its efforts to cater to segments like Aerospace and Defense in India. The Company and its subsidiary have successfully implemented systems under the new tax regime viz. GST.

### C Opportunities, Risks, Threats and Concerns:

The performance of the Company, at present, is linked to the performance of its Wholly Owned Subsidiary viz., Tamboli Castings Limited (TCL) and financial investments. The Company's subsidiary continues to supply high quality products to its existing customers, few of which are world leaders in their respective segments.

Opportunity for TCL is seen in supply volume increase to its existing customers and by adding more clientele in the domestic markets.

Global uncertainty, trade wars and political developments are the risk factors for the subsidiary's export market and may impact its top line.

East Asian countries continue to give fierce competition on the pricing front. Appreciation of INR against EURO and USD from these levels, may impact the subsidiary company's profitability margin.

### D Outlook:

The outlook of the Company's subsidiary viz. TCL for the coming year is dependent on the growth in volumes of supplies to the existing export customers and progress in the new domestic sectors.

### 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 Human Resources:

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

### G 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.

**Form MR-3  
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
Tamboli Capital Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tamboli Capital Limited (herein after referred to as "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Tamboli Capital Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2018 and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992, ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) There are no laws which are specifically applicable to the Company.

We have also examined compliance with applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Ahmedabad  
Date : May 26, 2018

**For, Ashish Shah & Associates**  
**Ashish Shah**  
**Company Secretary in practice**  
**FCS No. 5974**  
**C P No.: 4178**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A**

To,  
The Members,  
Tamboli Capital Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad  
Date : May 26, 2018

**For, Ashish Shah & Associates**  
**Ashish Shah**  
**Company Secretary in practice**  
**FCS No. 5974**  
**C P No.: 4178**



## CEO/CFO CERTIFICATION

To  
The Board of Directors

- (a) We have reviewed the attached financial statements and the cash flow statement for the year ended on March 31, 2018 and to the best of our knowledge and belief, we certify that:

To the best of our knowledge and belief, we certify that:

- (i) these statements do not contain any materially un-true statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair value of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the quarter which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- (d) We have indicated to the auditors and the Audit Committee that there are:
- (i) no significant changes in internal control over financial reporting during the quarter.
  - (ii) no significant changes in accounting policies during the quarter and.
  - (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place : Bhavnagar  
Dated: May 26, 2018

CEO  
V. B. Tamboli  
DIN: 00146081

CFO  
V.H. Pathak  
PAN: AOKPP8295E

## Declaration regarding affirmation of Code of Conduct

In accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Code of Conduct as approved by the Board of Directors of the Company had been displayed at the Company's website [www.tambolicapital.in](http://www.tambolicapital.in). All the members of the Board and management personnel affirmed compliance with the Code for the year ending March 31, 2018.

Place : Bhavnagar  
Dated : May 26, 2018

**V. B. Tamboli**  
WHOLE TIME DIRECTOR AND CEO  
DIN: 00146081



## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
Tamboli Capital Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Tamboli Capital Limited** ("the Company") which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and of the profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure - A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent possible.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

## **TAMBOLI CAPITAL LIMITED**

**10<sup>th</sup> ANNUAL REPORT 2017-18**

- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms section 164(2) of the Act;
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure - B may be referred;
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
  - i The Company does not have any pending litigations which would impact its financial position;
  - ii The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
  - iii There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Bhavnagar  
Date : May 15, 2018

**For P A R K & COMPANY**  
Chartered Accountants  
FRN: 116825W  
**ASHISH DAVE**  
Partner  
Membership No. 170275

**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. In respect of fixed assets:
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No discrepancies were noticed on such verification.
  - c. Since the Company does not have any immovable properties, the requirements of reporting on title deeds of immovable properties are not applicable.
2. Since no inventories are held by the Company during the year, provisions of clause 3(ii) of the Order are not applicable to the Company.
3. The Company has granted unsecured loans to the wholly-owned subsidiary company covered in the register maintained under section 189 of the Companies Act, 2013. Since no terms and conditions of these loans are stipulated, we cannot offer any comments as to the repayment of principal amount or overdue amounts, if any. The receipts of interest on these loans are regular.
4. The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security, to the extent applicable.
5. The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. The Central Government has not prescribed maintenance of the cost records under section 148(1) of the Act.
7. In respect of statutory and other dues:
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess, GST and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.
  - b. There are no amounts outstanding, which have not been deposited on account of dispute.
8. The Company has not obtained any borrowings from the banks or from the financial institutions or from the government or by way of debentures.
9. The Company has not raised any money, during the year, by way of public offer (including debt instruments) or term loans.
10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company or on the Company by its officers or employees was noticed or reported during the year.
11. Since the Company has not paid any managerial remuneration during the year, the provisions of clause 3(xi) of the Order are not applicable to the Company.
12. Since the Company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. All transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The Company has not entered into any non-cash transactions during the year with directors or persons concerned with him.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For P A R K & COMPANY**

Chartered Accountants

FRN: 116825W

**ASHISH DAVE**

Partner

Membership No. 170275

Place : Bhavnagar  
Date : May 15, 2018

**ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)  
We have audited the internal financial controls over financial reporting of Tamboli Capital Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For PARK & COMPANY**

Chartered Accountants

FRN: 116825W

**ASHISH DAVE**

Partner

Membership No. 170275

Place : Bhavnagar

Date : May 15, 2018

## BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	31st March 2018		31st March 2017	
		(₹)		(₹)	
<b>EQUITY AND LIABILITIES:</b>					
<b>Shareholders' Funds:</b>					
Share Capital	2	99,200,000		99,200,000	
Reserves & Surplus	3	43,709,668	142,909,668	37,028,570	136,228,570
<b>Non-Current Liabilities:</b>					
Long-term Borrowings		-		-	
Deferred Tax Liabilities		1,600		2,700	
Other Long Term Liabilities		-		-	
Long-term Provisions		-	1,600	-	2,700
<b>Current Liabilities:</b>					
Short-term Borrowings		-		-	
Trade Payables		72,975		93,152	
Other Current Liabilities	4	570,172		482,674	
Short-term Provisions	5	66,131	709,278	65,975	641,801
<b>TOTAL</b>			<b>143,620,546</b>		<b>136,873,071</b>
<b>ASSETS:</b>					
<b>Non-Current Assets:</b>					
Fixed Assets					
Tangible Assets	6	12,893		17,193	
Intangible Assets		-		-	
Capital Work-in-Progress		-		-	
		12,893		17,193	
Non-current Investments	7	29,110,000		29,110,000	
Long-term Loans and Advances	8	55,490,000		55,550,000	
Other Non-current Assets		-	84,612,893	-	84,677,193
<b>Current Assets:</b>					
Current Investments		-		-	
Inventories		-		-	
Trade Receivables		-		-	
Cash and Bank Balances	9	55,561,439		48,993,017	
Short-term Loans and Advances	10	3,446,214		3,202,861	
Other Current Assets		-	59,007,653	-	52,195,878
<b>TOTAL</b>			<b>143,620,546</b>		<b>136,873,071</b>

The accompanying notes 1 to 23 are an integral part of these Financial Statements.

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	2017- 2018 (₹)	2016- 2017 (₹)
<b>REVENUE:</b>			
Revenue from Operations	11	17,593,427	16,367,808
Other Income		-	-
<b>TOTAL</b>		<u>17,593,427</u>	<u>16,367,808</u>
<b>EXPENSES:</b>			
Employee Benefits Expense	12	1,038,623	968,158
Finance Costs	13	2,490	165
Depreciation and Amortization		4,300	8,738
Other Expenses	14	1,378,849	1,234,362
<b>TOTAL</b>		<u>2,424,262</u>	<u>2,211,423</u>
Profit before exceptional and extraordinary items and tax		15,169,165	14,156,385
Exceptional Items		-	-
Extraordinary Items		-	-
Profit Before Tax		15,169,165	14,156,385
Tax Expense :			
Current Tax		1,546,000	1,812,000
Earlier Years' Tax		(833)	1,342
Deferred		<u>(1,100)</u>	<u>(1,100)</u>
Net Profit for the year		<u>13,625,098</u>	<u>12,344,143</u>
Face Value per Equity Share		10	10
Earning Per Share (Basic/Diluted)		1.37	1.24
The accompanying notes 1 to 23 are an integral part of these Financial Statements.			

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

	2017- 2018		2016- 2017	
<b>A Cash Flow from operating activities:</b>				
Net Profit Before Tax And Extraordinary Items	15,169,165		14,156,385	
Adjustments for:				
Depreciation	4,300		8,738	
Interest	-		-	
	<u>4,300</u>		<u>8,738</u>	
Operating Profit Before Working				
Capital Changes	15,173,465		14,165,123	
Adjustments for:				
Trade and Other Receivables	(315,822)		(357,551)	
Inventories	-		-	
Trade and Other Payables	(65,148)	(380,970)	(50,698)	(408,249)
Cash Generated From Operations	<u>14,792,495</u>		<u>13,756,874</u>	
Direct Taxes Paid (net)	<u>(1,545,011)</u>	<u>(1,545,011)</u>	<u>(1,762,607)</u>	<u>(1,762,607)</u>
<b>Net Cash from operating activities</b>		<b>13,247,484</b>		<b>11,994,267</b>
<b>B Cash Flow from investing activities:</b>				
Purchase of Fixed Assets	-		-	
Purchase of Investments	-		-	
Sale of Fixed Assets	-		-	
Interest Received	-		-	
Net Cash used in investing activities		<u>-</u>		<u>-</u>
<b>C Cash Flow from financing activities:</b>				
Proceeds from Loans Borrowed (net)	-		-	
Interest Paid	-		-	
Dividend paid	(6,811,531)		(5,884,813)	
<b>Net Cash used in financing activities</b>		<u>(6,811,531)</u>		<u>(5,884,813)</u>
<b>Net Increase in Cash and Cash Equivalents</b>		<b>6,435,953</b>		<b>6,109,454</b>
Cash And Cash Equivalents as at beginning of the year		<u>48,594,576</u>		<u>42,485,122</u>
Cash And Cash Equivalents as at end of the year		<u><u>55,030,529</u></u>		<u><u>48,594,576</u></u>
Cash and Cash Equivalents				
Cash and Bank Balances		55,561,439		48,993,017
Statutory restricted accounts		(530,910)		(398,441)
		<u>55,030,529</u>		<u>48,594,576</u>

As per our Report of even date

**For P A R K & COMPANY**

Chartered Accountants

**ASHISH DAVE**

Partner

Bhavnagar

Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD

**B. F. Tamboli** DIN: 00145948**V. B. Tamboli** DIN: 00146081

DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E

P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar

Dated: May 15, 2018

## TAMBOLI CAPITAL LIMITED

10<sup>th</sup> ANNUAL REPORT 2017-18

### Note No. 1

#### Significant Accounting Policies:

##### 1.1 Basis of Accounting:

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

##### 1.2 Use of Estimates:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

##### 1.3 Fixed Assets:

Tangible Assets are stated at cost less depreciation, All the costs incurred till the date of the assets ready for use, including installation and substantial modification to the fixed assets are capitalized and included in the cost of the respective assets.

Depreciation is provided on Straight Line Method in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013

##### 1.4 Investments:

Long term investments are stated at cost. Provision, if any, is made for permanent diminution in the value of investments

Current investments are stated at lower of cost or market value.

Dividend/interest are accounted for as and when right to receive the same is established.

##### 1.5 Taxation:

Provision are made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognised, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

##### 1.6 Earning per Share:

Basic earning per Share is computed by dividing the net profit attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year.

### Note No. 2

#### 2.1 Share Capital

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Authorised:</b>		
10,000,000 Equity Shares of ₹ 10 each	100,000,000	100,000,000
<b>TOTAL</b>	<u>100,000,000</u>	<u>100,000,000</u>
<b>Issued, Subscribed and Paid up:</b>		
9,920,000 Equity Shares of ₹ 10 each	99,200,000	99,200,000
<b>TOTAL</b>	<u>99,200,000</u>	<u>99,200,000</u>

a. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding five years: Nil

#### 2.2 Share Capital Reconciliation

Particulars	Equity Shares	
	No. of shares	₹
Shares outstanding at the beginning of the year	9,920,000	99,200,000
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	9,920,000	99,200,000



**2.3 Shares held by each shareholder holding more than five percent shares**

Name of Shareholder	31.03.2018		31.03.2017	
	No. of shares	% of holding	No. of shares	% of holding
Bipin F. Tamboli	3,028,944	30.53	3,028,944	30.53

**Note No. 3****Reserves and Surplus**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>a. Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Current year transfer	-	-
Written back in current year	-	-
Balance as at end of the year	<u>500,000</u>	<u>500,000</u>
<b>b. General Reserve</b>		
Balance as at the beginning of the year	28,584,570	23,184,427
Transfer from surplus	6,681,098	5,400,143
Balance as at the end of the year	<u>35,265,668</u>	<u>28,584,570</u>
<b>c. Surplus</b>		
Balance as at the beginning of the year	7,944,000	1,000,000
Net profit for the current year	13,625,098	12,344,143
Transfer to general reserve	(6,681,098)	(5,400,143)
Dividend	(6,944,000)	-
Corporate dividend tax	-	-
Balance as at the end of the year	<u>7,944,000</u>	<u>7,944,000</u>
<b>TOTAL</b>	<u><u>43,709,668</u></u>	<u><u>37,028,570</u></u>

**Note No. 4****Other Current Liabilities**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Statutory liabilities	13,702	8,038
Unclaimed Dividends	530,910	398,441
Other liabilities	25,560	76,195
<b>TOTAL</b>	<u><u>570,172</u></u>	<u><u>482,674</u></u>

**Note No. 5****Short Term Provisions**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Provision for income tax (net of payments)	66,131	65,975
<b>TOTAL</b>	<u><u>66,131</u></u>	<u><u>65,975</u></u>

**Note No. 6**  
**Fixed Assets**

(Amount in ₹)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 1.4.2017	Additions during the Year	Sales or Adjustments	As on 31.3.2018	As on 1.4.2017	For the Year	On Deductions/ Adjustments	Up to 31.3.2018	As at 31.3.2017	As at 31.3.2018
OFFICE EQUIPMENT	73,970	-	-	73,970	59,401	3,899	-	63,300	14,569	10,670
FURNITURE & FIXTURE	4,226	-	-	4,226	1,602	401	-	2,003	2,624	2,223
PREVIOUS YEAR	78,196	-	-	78,196	61,003	4,300	-	65,303	17,193	12,893
	78,196	-	-	78,196	52,265	8,738	-	61,003	25,93	17,193

**Note No. 7****Non-current Investments**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Trade Investments: Unquoted; at cost:</b>		
<b>Investments in Subsidiary Companies</b>	29,000,000	29,000,000
2,900,000 equity shares of Tamboli Castings Limited of ₹ 10 each (A wholly owned subsidiary)		
<b>Other Investments; at cost:</b>		
11,000 equity shares of Tamboli Chemico (India) Pvt. Ltd. of ₹ 10/- each	110,000	110,000
<b>TOTAL</b>	<u>29,110,000</u>	<u>29,110,000</u>

**Note No. 8****Long-term Loans and Advances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Unsecured (considered good)</b>		
Loans to a subsidiary company	53,600,000	53,600,000
Loans and advances to staff (Including officers of the Company ₹ Nil (60,000))	-	60,000
Other loans and advances*	1,890,000	1,890,000
<b>TOTAL</b>	<u>55,490,000</u>	<u>55,550,000</u>

\* Tamboli Chemico (India) Pvt. Ltd; CIN: U24100GJ2011PTC067389

**Note No. 9****Cash and Bank Balances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>I. Cash and Cash Equivalents</b>		
<b>a. Balances with Banks:</b>		
Current accounts	2,441,668	1,082,871
Short term deposits	-	1,000,000
Cheques on hand	-	-
	<u>2,441,668</u>	<u>2,082,871</u>
<b>b. Cash on hand</b>	88,861	11,705
	<u>2,530,529</u>	<u>2,094,576</u>
<b>II. Other Bank Balances</b>		
Dividend accounts	530,910	398,441
Terms deposits with more than 12 months maturity	52,000,000	46,500,000
Other terms deposits	500,000	-
	<u>53,030,910</u>	<u>46,898,441</u>
<b>TOTAL</b>	<u>55,561,439</u>	<u>48,993,017</u>

**TAMBOLI CAPITAL LIMITED**10<sup>th</sup> ANNUAL REPORT 2017-18**Note No. 10****Short-term Loans and Advances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Unsecured (considered good)		
Interest receivable	3,371,074	3,202,861
Input credit receivables	75,140	-
<b>TOTAL</b>	<u>3,446,214</u>	<u>3,202,861</u>

**Note No. 11****Revenue from Operations**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
Interest Receipts				
From Banks	4,025,427		3,669,808	
From a subsidiary company	<u>4,288,000</u>	8,313,427	<u>4,288,000</u>	7,957,808
Dividend Receipts				
From a subsidiary company	9,280,000		8,410,000	
From others	<u>-</u>	9,280,000	<u>-</u>	8,410,000
<b>TOTAL</b>		<u>17,593,427</u>		<u>16,367,808</u>

**Note No. 12****Employee Benefit Expenses**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
Salaries, wages, allowances and bonus		1,038,623		968,158
Contribution to employee benefit funds		-		-
Staff welfare expenses		-		-
<b>TOTAL</b>		<u>1,038,623</u>		<u>968,158</u>

**Note No. 13****Finance Costs**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
Interest				
Others		2,490		165
<b>TOTAL</b>		<u>2,490</u>		<u>165</u>

**Note No. 14****Other Expenses**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
<b><u>Administrative and other expenses:</u></b>				
Travelling & conveyance expenses	38,932		62,887	
Insurance premiums	40,250		40,075	
Advertisement expenses	78,467		71,561	
Directors' sitting fees	396,500		319,500	
Legal and professional fees	584,023		537,200	
Payment to auditors	75,000		60,375	
General expenses	165,677	1,378,849	142,764	1,234,362
<b>TOTAL</b>		<u>1,378,849</u>		<u>1,234,362</u>

**Note No. 15**

In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realized in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.

**Note No. 16**

Deferred tax Asset of ₹ 1,100 credited to the profit & loss statement is on account of timing difference related to depreciation charged in the accounts and as claimed under the Income Tax Act.

**Note No. 17****Payments to Auditors**

Particulars	2017-2018 (₹)	2016-2017 (₹)
Audit Fees (including quarterly limited review)	65,000	51,750
Taxation Matters	10,000	8,625

**Note No. 18**

As the company's business activity, in the opinion of the management, falls within a single primary segment subject to the same risks and returns, the disclosure requirements of Accounting Standard AS-17 "Segment Reporting" are not applicable.

**Note No. 19****Proposed Dividend:**

The Board of Directors at its meeting held on May 15, 2018 has recommended a dividend of ₹ 0.70 per equity share (aggregating to ₹ 6,944,000) for the year ended March 31, 2018 (March 31, 2017: ₹ 0.70 per equity share, aggregating to ₹ 6,944,000). The declaration and payment of dividend is subject to the approval of the shareholders in the Annual General Meeting.

**Note No. 20****Related Party Disclosures:****20.1 Subsidiary: Tamboli Castings Limited**

Nature of Transactions	2017-2018 (₹)	2016-2017 (₹)
1. Interest Received	4,288,000	4,288,000
2. Dividend Receipts	9,280,000	8,410,000
4. Outstanding balance : Long term Loans and advances	53,600,000	53,600,000
: Short term Loans and advances	-	964,800

## TAMBOLI CAPITAL LIMITED

10<sup>th</sup> ANNUAL REPORT 2017-18

### 20.2 Key Management Personnel

(a) Mr. B.F. Tamboli, (b) Mr. V.B. Tamboli, (c) Mr. V.H. Pathak, (d) Ms P.D. Jasani

Nature of Transactions	2017-2018 (₹)	2016-2017 (₹)
Director Sitting Fees	74,500	75,000
Remuneration	767,000	671,000
Loan Taken	100,000	100,000
Loan Repaid	100,000	100,000

### 20.3 Associates:

(a) Tamboli Exim Limited, (b) Mebhav Investment Private Limited

Nature of Transactions	2017-2018 (₹)	2016-2017 (₹)
1. Purchase of material & services	1,236	21,764

#### Note No. 21

As none of the vendors are registered under Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year end together with interests paid/payable under this act is not applicable.

#### Note No. 22

Earning and Expenditure in Foreign Currencies: Nil (Nil)

#### Note No. 23

- Figures of the previous year have been regrouped and rearranged wherever necessary.
- All the amounts are stated in India Rupees, unless otherwise stated.

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#### Signatures to Notes No. 1 to 23

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

## INDEPENDENT AUDITORS' REPORT

To  
**The Board of Directors of  
Tamboli Capital Limited**

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Tamboli Capital Limited ("the Holding Company") and its wholly-owned subsidiary, Tamboli Castings Limited (the Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of the Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2018 and of the consolidated profit and its consolidated cash flows for the year ended on that date.

### Other Matters

We did not audit the financial statements of one (previous year: one) wholly-owned subsidiary, whose financial statements reflect total assets of ₹ 69,50,85,842 (62,82,26,547) as at the balance sheet date and total revenues of ₹ 55,43,51,484 (54,88,41,738) for the year as considered in the consolidated financial statements. These financial statements have been audited by the other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

- 1 Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, is not applicable on consolidated financial statements.
- 2 As required by section 143(3) of the Act, we report, to the extent possible, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31st March 2018 and taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group Companies is disqualified as on 31st March 2018, from being appointed as a director in terms section 164(2) of the Act;
  - f) With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and its subsidiary company and operating effectiveness of such controls, our separate report in annexure - A may be referred;
  - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
    - I There were no pending litigations which would impact the consolidated financial position of the Group except for those stated under note no. 33 - Contingent Liabilities.
    - ii The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts;
    - iii There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

Bhavnagar  
May 15, 2018

**For P A R K & COMPANY**  
Chartered Accountants  
FRN: 116825W  
**ASHISH DAVE**  
Partner  
Membership No. 170275



## ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of Tamboli Capital Limited ("the Holding Company") and its wholly-owned subsidiary, Tamboli Castings Limited (the Holding Company and its subsidiary together referred to as "the Group") which are companies incorporated in India.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its subsidiary company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Bhavnagar  
May 15, 2018

**For P A R K & COMPANY**  
Chartered Accountants  
FRN: 116825W  
**ASHISH DAVE**  
Partner  
Membership No. 170275

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018**

Particulars	Note No.	31st March 2018 (₹)		31st March 2017 (₹)	
<b>EQUITY AND LIABILITIES:</b>					
<b>Shareholders' Funds:</b>					
Share Capital	2	99,200,000		99,200,000	
Reserves & Surplus	3	540,403,097	639,603,097	479,267,555	578,467,555
<b>Non-Current Liabilities:</b>					
Long-term Borrowings	4	30,962,440		33,441,341	
Deffered Tax Liabilities		3,871,600		2,767,700	
Other Long Term Liabilities	5	271,172		560,422	
Long-term Provisions	6	1,686,935	36,792,147	1,565,587	38,335,050
<b>Current Liabilities:</b>					
Short-term Borrowings	7	4,321,699		10,671,217	
Trade Payables		32,292,474		17,002,842	
Other Current Liabilities	8	35,701,056		30,248,020	
Short-term Provisions	9	7,329,783	79,645,012	6,744,159	64,666,238
<b>TOTAL</b>			<b>756,040,256</b>		<b>681,468,843</b>
<b>ASSETS:</b>					
<b>Non-Current Assets:</b>					
Fixed Assets	10				
Tangible Assets		223,303,275		207,903,430	
Intangible Assets		-		-	
Capital Work-in-Progress		7,933,981		4,217,310	
		231,237,256		212,120,740	
Non-current Investments	11	110,000		110,000	
Long-term Loans and Advances	12	5,478,830		4,225,499	
Other Non-current Assets		-	236,826,086	-	216,456,239
<b>Current Assets:</b>					
Current Investments		-		-	
Inventories	13	85,568,972		102,402,352	
Trade Receivables	14	114,931,902		74,873,014	
Cash and Bank Balances	15	239,852,501		220,211,021	
Short-term Loans and Advances	16	14,741,938		20,647,604	
Other Current Assets	17	64,118,857	519,214,170	46,878,613	465,012,604
<b>TOTAL</b>			<b>756,040,256</b>		<b>681,468,843</b>

The accompanying notes 1 to 37 are an integral part of these Financial Statements.

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

**CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	2017- 2018 (₹)	2016- 2017 (₹)
<b>REVENUE:</b>			
Revenue from Operations (Net)	18	558,260,510	552,024,421
Other Income	19	116,400	487,125
<b>TOTAL</b>		<b>558,376,910</b>	<b>552,511,546</b>
<b>EXPENSES:</b>			
Cost of Materials Consumed	20	51,960,700	63,141,542
Purchases of stock-in-trade		-	-
Changes in inventories	21	14,677,580	(5,706,164)
Employee Benefits Expense	22	87,169,277	80,387,575
Finance Costs	23	6,598,399	5,377,702
Depreciation and Amortization		34,256,474	33,479,216
Other Expenses	24	258,184,563	269,681,862
<b>TOTAL</b>		<b>452,846,993</b>	<b>446,361,733</b>
Profit before exceptional and extraordinary Items and tax		105,529,917	106,149,813
Exceptional Items		-	-
Extraordinary Items		-	-
Profit Before Tax		105,529,917	106,149,813
Tax Expense :			
Current Tax		34,046,000	34,892,000
Earlier Years' Tax		411,291	(560,417)
Deferred Tax		1,103,900	1,391,900
Net Profit for the year		<b>69,968,726</b>	<b>70,426,330</b>
Face Value per Equity Share		10	10
Earning Per Equity Share (Basic/Diluted)		7.05	7.10
The accompanying notes 1 to 37 are an integral part of these Financial Statements.			

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**  
(Amount in ₹)

	2017- 2018	2016- 2017
<b>A Cash Flow from operating activities:</b>		
Net Profit Before Tax And Extraordinary Items	105,529,916	106,149,814
Adjustments for:		
Depreciation and Amortisation	34,256,474	33,479,216
Loss/(Profit) on sale of assets	190,080	-
Interest	5,715,038	4,282,782
	<u>40,161,592</u>	<u>37,761,998</u>
Operating Profit Before Working		
Capital Changes	145,691,508	143,911,812
Adjustments for:		
Trade and Other Receivables	(59,979,809)	33,752,811
Inventories	16,833,380	(7,973,149)
Trade and Other Payables	<u>21,027,923</u> (22,118,506)	<u>(18,716,289)</u> 7,063,373
Cash Generated From Operations	123,573,002	150,975,185
Direct Taxes Paid (net)	<u>(32,235,441)</u> (32,235,441)	<u>(36,253,232)</u> (36,253,232)
<b>Net Cash from operating activities</b>	<b>91,337,561</b>	<b>114,721,953</b>
<b>B Cash Flow from investing activities:</b>		
Purchase of Fixed Assets	(53,914,070)	(39,864,809)
Sale of Fixed Assets	<u>351,000</u>	<u>-</u>
<b>Net Cash used in investing activities</b>	<b>(53,563,070)</b>	<b>(39,864,809)</b>
<b>C Cash Flow from financing activities:</b>		
Proceeds from Loans Borrowed (net)	(2,478,901)	17,766,140
Proceeds from Working Capital		
Finance (net)	(6,349,518)	5,903,280
Interest Paid	(5,715,038)	(4,282,782)
Dividend paid	<u>(6,811,531)</u>	<u>(67,187)</u>
<b>Net Cash used in financing activities</b>	<b>(21,354,988)</b>	<b>19,319,451</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>16,419,503</b>	<b>94,176,595</b>
Cash And Cash Equivalents as at beginning of the year	<u>217,620,288</u>	<u>123,443,693</u>
Cash And Cash Equivalents as at end of the year	<u><u>234,039,791</u></u>	<u><u>217,620,288</u></u>
Cash and Cash Equivalents		
Cash and Bank Balances	239,852,501	220,211,021
Statutory restricted accounts	<u>(5,812,710)</u>	<u>(2,590,733)</u>
	<u><u>234,039,791</u></u>	<u><u>217,620,288</u></u>

As per our Report of even date  
**For P A R K & COMPANY**  
Chartered Accountants

**ASHISH DAVE**  
Partner  
Bhavnagar  
Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M  
Bhavnagar  
Dated: May 15, 2018

**Note No. 1**

**Significant Accounting Policies:**

**1.1 Fixed Assets:**

Tangible Assets are stated at cost less depreciation, All the costs incurred till the date of the assets ready for use, including installation and substantial modification to the fixed assets are capitalized and included in the cost of the respective assets.

Depreciation is provided on Straight Line Method in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013.

**1.2 Investments:**

Long term investments are stated at cost. Provision, if any, is made for permanent diminution in the value of investments.

Current investments are stated at lower of cost or market value.

Dividend/Interest are accounted for as and when right to receive the same is established.

**1.3 Inventories:**

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

- i Raw materials, traded goods and stores and spares - on weighted average method basis.
- ii Finished and semi-finished goods - at material cost plus direct expenses and appropriate value of overheads.

**1.4 Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably be measured.

Revenue from sale of goods are recognized when significant risks and rewards of ownership are passed the buyer, which generally coincides with dispatch of goods. Sales taxes and value added taxes, wherever applicable, are collected on behalf of the Government and therefore excluded from the revenue.

Revenue from services are recognized as and when the services are rendered in terms of the agreements with customers. Sales taxes, Goods & Service Tax and Value Added Taxes, wherever applicable, are collected on behalf of the Government and therefore, excluded from the revenue.

**1.5 Excise Duty, Custom Duty and GST:**

Excise duty (applicable till 30th June 2017) in respect of goods manufactured by the Company is accounted for at the time of removal of goods from factory for sale.

Purchases of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

**1.6 Employee Benefits:**

**Post-employment benefit plans:**

i **Defined Contribution Plan:** Contribution for provident fund are accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner. Contribution for Superannuation in respect of certain employees of the company is made in accordance with the scheme with Life Insurance Corporation of India.

ii **Defined Benefit Plan:** The liabilities in respect of gratuity and leave encashment are determined using Projected Unit Credit Method with actuarial valuation carried out as at balance sheet date. Actuarial gains are recognised in full in the profit and loss account for the period in which they occur.

Contribution in respect of gratuity are made to the Group Gratuity Scheme with Life Insurance Corporation of India. Employee benefits recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of respective fund.

Short-term employee benefits: The undiscounted amount of short-term benefits expected to be paid in exchange for services rendered by employee is recognised during the period when the employee renders the service.

**1.7 Borrowing Costs:**

Net cost of borrowed funds for the projects till completion are capitalized and included in the cost of fixed assets. Other borrowing costs are recognized as expenses in the period in which they are incurred.

**1.8 Foreign Currencies Transactions:**

Foreign currency transactions are accounted for at the rates prevailing on the date of transaction. Differences arising out of foreign exchange rates are dealt with in the profit & loss account. Current assets and current liabilities relating to foreign currency transactions remaining unsettled at the end of the year are translated at the closing rates and profit or loss arising there from is dealt with in the profit & loss account.

**1.9 Taxation:**

Provisions are made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognised, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.10 Earning per Share:**

Basic earning per Share is computed by dividing the net profit attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year.

**1.11 Provision and Contingencies:**

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow or where a reliable estimate of the obligation cannot be made.

**Note No. 2**

**2.1 Share Capital**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Authorised:</b>		
10,000,000 Equity Shares of ₹ 10 each	100,000,000	100,000,000
<b>TOTAL</b>	100,000,000	100,000,000
<b>Issued, Subscribed and Paid up:</b>		
9,920,000 Equity Shares of ₹ 10 each	99,200,000	99,200,000
<b>TOTAL</b>	99,200,000	99,200,000

a. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding five years: Nil

**2.2 Share Capital Reconciliation**

Particulars	Equity Shares	
	No. of shares	₹
Shares outstanding at the beginning of the year	9,920,000	99,200,000
Shares issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	9,920,000	99,200,000

**2.3 Shares held by each shareholder holding more than five percent shares**

Name of Shareholder	31.03.2018		31.03.2017	
	No. of shares	% of holding	No. of shares	% of holding
Bipin F. Tamboli	3,028,944	30.53	3,028,944	30.53

**2.4 Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares having face value of ₹ 10 each ranking pari passu in all respects including voting rights and entitlement to dividend.

**Note No. 3****Reserves and Surplus**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>a. Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Current year transfer	-	-
Written back in current year	-	-
Balance as at end of the year	<u>500,000</u>	<u>500,000</u>
<b>b. General Reserve</b>		
Balance as at the beginning of the year	459,156,753	397,563,607
Transfer from surplus	61,135,540	61,593,146
Balance as at the end of the year	<u>520,292,293</u>	<u>459,156,753</u>
<b>c. Surplus</b>		
Balance as at the beginning of the year	19,610,802	10,777,617
Net profit for the current year	69,968,726	70,426,331
Transfer to general reserve	(61,135,540)	(61,593,146)
Dividend	(6,944,000)	-
Corporate dividend tax	(1,889,185)	-
Balance as at the end of the year	<u>19,610,803</u>	<u>19,610,802</u>
<b>TOTAL</b>	<u><u>540,403,097</u></u>	<u><u>479,267,555</u></u>

**Note No. 4****Long Term Borrowings**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>a. Secured</b>		
Term loans from banks (Indian rupee accounts)	30,962,440	33,441,341
<b>TOTAL</b>	<u><u>30,962,440</u></u>	<u><u>33,441,341</u></u>
Notes:		
Term loans are from State Bank of India which are secured by equitable mortgage of Land & Building and Hypothecation of Machinery and further secured by personal guarantee of one of the Directors.		
Period of default: N.A		
Amount: Nil		

**Note No. 5****Other Long Term Liabilities**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Staff security deposits	271,172	560,422
<b>TOTAL</b>	<u><u>271,172</u></u>	<u><u>560,422</u></u>



**Note No. 6**

**Long Term Provisions**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Provision for leave encashment	1,686,935	1,565,587
<b>TOTAL</b>	<u>1,686,935</u>	<u>1,565,587</u>

**Note No. 7**

**Short Term Borrowings**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
a. Secured		
Working capital finance from banks	4,321,699	10,671,217
<b>TOTAL</b>	<u>4,321,699</u>	<u>10,671,217</u>
<p>Working capital finance are from State Bank of India which is secured by Hypothecation of inventories, book debts, machinery and equitable mortgage of Land &amp; Building and further secured by personal guarantee of one of the Directors.                      Period of default: N.A                      Amount: Nil</p>		

**Note No. 8**

**Other Current Liabilities**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Current maturities of long-term debt	20,376,000	12,372,000
Interest accrued but not due on borrowings	474,808	438,110
Advances from customers	274,500	4,107,273
Statutory liabilities	1,540,357	1,925,558
Unclaimed Dividends	530,910	398,441
Other liabilities	12,504,481	11,006,638
<b>TOTAL</b>	<u>35,701,056</u>	<u>30,248,020</u>

**Note No. 9**

**Short Term Provisions**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Provision for bonus	6,729,484	6,277,821
Provision for leave encashment	600,299	466,338
<b>TOTAL</b>	<u>7,329,783</u>	<u>6,744,159</u>

**Note No. 10**  
**Fixed Assets**

(Amount in ₹)

PARTICULARS	GROSS BLOCK		DEPRECIATION				NET BLOCK			
	As on 1.4.2017	Additions during the Year	Sales or Adjustments	As on 31.3.2018	As on 1.4.2017	For the Year	On Deductions/ Adjustments	Up to 31.3.2018	As at 31.3.2018	As at 31.3.2017
<b>Tangible Assets:</b>										
FREEHOLD LAND	17,244,623	-	-	17,244,623	-	-	-	-	17,244,623	17,244,623
BUILDINGS	70,076,139	331,181	-	70,407,320	21,646,080	2,357,082	-	24,003,162	46,404,158	48,430,059
PLANT & EQUIPMENTS	377,447,931	38,854,073	-	416,302,004	246,816,254	28,180,073	-	274,996,327	141,305,677	130,631,677
VEHICLES	11,537,793	9,748,524	1,207,455	20,078,862	6,591,386	1,550,484	666,375	7,475,495	12,603,367	4,946,407
FURNITURE & FIXTURES	3,545,713	66,945	-	3,612,658	2,029,866	271,486	-	2,301,352	1,311,306	1,515,847
OFFICE EQUIPMENT	21,037,808	1,196,676	-	22,234,484	15,902,991	1,897,349	-	17,800,340	4,434,144	5,134,817
<b>TOTAL</b>	<b>500,890,007</b>	<b>50,197,399</b>	<b>1,207,455</b>	<b>549,879,951</b>	<b>292,986,577</b>	<b>34,256,474</b>	<b>666,375</b>	<b>326,576,676</b>	<b>223,303,275</b>	<b>207,903,430</b>
Capital Work in Progress	4,217,310	13,335,647	9,618,976	7,933,981	-	-	-	-	7,933,981	4,217,310
<b>TOTAL</b>	<b>505,107,317</b>	<b>63,533,046</b>	<b>10,826,431</b>	<b>557,813,932</b>	<b>292,986,577</b>	<b>34,256,474</b>	<b>666,375</b>	<b>326,576,676</b>	<b>231,237,256</b>	<b>212,120,740</b>
PREVIOUS YEAR	465,242,508	42,036,378	2,171,569	505,107,317	259,507,361	33,479,216	-	292,986,577	212,120,740	205,735,147

**Note No. 11**

**Non-current investments**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>a. Unquoted at cost:</b>		
11,000 equity shares of Tamboli Chemico (India) Pvt. Ltd. of ₹ 10/- each	110,000	110,000
<b>TOTAL</b>	<u>110,000</u>	<u>110,000</u>

**Note No. 12**

**Long-term Loans and Advances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Unsecured (considered good)</b>		
Capital advances	295,165	603,810
Security deposits	1,025,676	965,184
Loans to staff (including officers of the company ₹ Nil; previous year ₹ 60,000)	-	60,000
Loans to ancillary units	1,667,989	706,505
Other loans and advances	2,490,000	1,890,000
<b>TOTAL</b>	<u>5,478,830</u>	<u>4,225,499</u>

**Note No. 13**

**Inventories**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
(Value at the lower of cost or net realisable value)		
Raw materials	4,259,100	6,803,866
Work-in-progress	27,612,557	28,021,475
Finished goods	21,076,025	35,344,687
Stores & spares	32,621,290	32,232,324
<b>TOTAL</b>	<u>85,568,972</u>	<u>102,402,352</u>

**Note No. 14**

**Trade Receivable**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
<b>Unsecured (considered good)</b>		
Over six months	797,834	1,835,028
Others	114,134,068	73,037,986
<b>TOTAL</b>	<u>114,931,902</u>	<u>74,873,014</u>
Includes		
	More than six months	Others
Due from firms and companies in which directors are interested	Nil	Nil

**Note No. 15**  
**Cash and Bank Balances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
I. Cash and Cash Equivalents		
a. Balances with Banks		
Current accounts	7,803,366	19,239,669
Short term deposits	64,827,928	65,189,836
Cheques on hand	-	-
	<u>72,631,294</u>	<u>84,429,505</u>
b. Cash on hand	643,497	690,783
	<u>73,274,791</u>	<u>85,120,288</u>
II. Other Bank Balances		
Dividend accounts	530,910	398,441
Terms deposits with more than 12 months maturity	78,486,000	115,692,292
Other terms deposits	87,560,800	19,000,000
	<u>166,577,710</u>	<u>135,090,733</u>
<b>TOTAL</b>	<u><u>239,852,501</u></u>	<u><u>220,211,021</u></u>

(Under lien with bank against Bank Guarantees current year ₹ 5,281,800; previous year ₹ 2,192,292)

**Note No. 16**  
**Short-term Loans and Advances**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Unsecured (considered good)		
Trade advances to suppliers (Including to companies or firms in which some of the directors are interested ₹ Nil (Nil))	2,138,548	3,418,813
Loans and advances to staff	52,712	60,154
Interest receivables	5,307,079	4,077,767
Prepaid expenses	2,953,245	3,743,866
Loans to ancillary units	146,895	1,202,489
Advance payment of taxes (net of provisions)	3,854,244	7,965,279
Other loans and advances	289,215	179,236
<b>TOTAL</b>	<u><u>14,741,938</u></u>	<u><u>20,647,604</u></u>

**Note No. 17**  
**Other Current Assets**

Particulars	31.03.2018 (₹)	31.03.2017 (₹)
Export incentives receivables	-	680,961
Claims receivables	36,150,623	-
Input credit receivable	27,968,234	46,197,652
<b>TOTAL</b>	<u><u>64,118,857</u></u>	<u><u>46,878,613</u></u>

**Note No. 18**  
**Revenue from Operations**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
<b>Sale of Products</b>				
Export sales	466,226,316		480,336,661	
Domestic sales (net of excise duty) *	<u>43,476,583</u>	509,702,899	<u>52,465,716</u>	532,802,377
<b>Other Operating Revenue</b>				
Foreign currency fluctuation gain/(loss)	13,150,756		841,669	
Export incentive income	21,511,811		6,609,094	
Other operational income	<u>13,895,044</u>	48,557,611	<u>11,771,281</u>	19,222,044
* since excise duty is replaced by GST w.e.f. 1st July 2017, excise duty as applicable for the current period as well as for the previous year is netted out from the sales to make the figures comparable.				
<b>TOTAL</b>		<u><u>558,260,510</u></u>		<u><u>552,024,421</u></u>

**Note No. 19**  
**Other Income**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
Miscellaneous income		<u>116,400</u>		<u>487,125</u>
<b>TOTAL</b>		<u><u>116,400</u></u>		<u><u>487,125</u></u>

**Note No. 20**  
**Cost of Materials Consumed**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
<b>Raw Materials Consumed</b>				
Opening stock	6,803,866		6,698,752	
Purchase and direct expenses	<u>49,415,934</u>		<u>63,246,656</u>	
	56,219,800		69,945,408	
Closing stock	<u>4,259,100</u>	51,960,700	<u>6,803,866</u>	63,141,542
<b>TOTAL</b>		<u><u>51,960,700</u></u>		<u><u>63,141,542</u></u>

**Note No. 21**  
**Change in Inventories**

Particulars	2017-2018 (₹)		2016-2017 (₹)	
<b>Opening Stock</b>				
Finished Goods	35,344,687		33,727,256	
Work-in-progress	<u>28,021,475</u>	63,366,162	<u>23,932,742</u>	57,659,998
<b>Closing Stock</b>				
Finished Goods	21,076,025		35,344,687	
Work-in-progress	<u>27,612,557</u>	48,688,582	<u>28,021,475</u>	63,366,162
<b>TOTAL</b>		<u><u>14,677,580</u></u>		<u><u>(5,706,164)</u></u>

**Note No. 22**  
**Employee Benefit Expenses**

Particulars	2017-2018 (₹)	2016-2017 (₹)
Salaries, wages, allowances and bonus	75,569,546	70,280,157
Contribution to employee benefit funds	9,664,916	8,032,878
Staff welfare expenses	1,934,815	2,074,540
<b>TOTAL</b>	<b>87,169,277</b>	<b>80,387,575</b>
Includes Director's remuneration	10,951,928	11,025,102

**Note No. 23**  
**Finance Costs**

Particulars	2017-2018 (₹)	2016-2017 (₹)
Interest		
Working capital finance	181,955	263,601
Term loans	5,399,698	3,432,306
Income Tax	240	30,222
Others	133,145	556,653
Other borrowing costs	883,361	1,094,920
<b>TOTAL</b>	<b>6,598,399</b>	<b>5,377,702</b>

**Note No. 24**  
**Other Expenses**

Particulars	2017-2018 (₹)	2016-2017 (₹)
<b>Manufacturing Expenses:</b>		
Power & fuel	52,925,643	53,475,522
Machinery repairs and maintenance	4,290,830	2,975,844
Fettling and other external processing expenses	45,131,622	46,284,380
Stores & spares	88,698,511	102,084,886
Other expenses	18,731,840	13,751,242
	209,778,446	218,571,874
<b>Selling and Distribution Expenses:</b>		
Sales promotion expenses	2,689,005	2,784,425
Export freight & insurance	1,626,186	1,910,717
Other selling expenses	1,262,847	1,275,670
	5,578,038	5,970,812
<b>Administrative and Other Expenses:</b>		
Travelling expenses	7,547,279	7,542,758
Rates & taxes	119,240	116,840
Advertisement expenses	119,416	142,950
Insurance premiums	579,482	626,411
Building and other repairs	4,155,988	6,855,781
Directors' sitting fees	524,500	447,500
Legal and professional fees	11,518,004	11,270,171
Payments to auditors	370,000	402,875
Bank discount, commission and other charges	2,226,920	3,577,487
Donations	183,000	106,000
Corporate Social Responsibility Expenses	1,720,786	1,595,000
Bad debts written off	-	44,950
Loss on sale of assets	190,080	-
Prior Period adjustments (Net)	286,822	939,500
General expenses	13,286,562	11,470,953
	42,828,079	45,139,176
<b>TOTAL</b>	<b>258,184,563</b>	<b>269,681,862</b>

**Note No. 25**

**25.1 Basis of presentation of Financial Statements:**

The consolidated financial statements relate to Tamboli Capital Limited ("the Company") and its Wholly Owned Subsidiary company, Tamboli Castings Limited. The Consolidated accounts have been prepared on the following basis:

- a) The financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of parent company, i.e. year ended 31st March 2018.
- b) The Financial Statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and other accounting principles generally accepted in India.

**25.2 Use of Estimates:** The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**Note No. 26**

**Principles of Consolidation:**

- a) The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of the assets, liabilities, income and expenses, after fully eliminating there from intra-group balances and intra-group transactions as per Accounting Standard (AS) - 21 "Consolidated Financial Statements"
- b) The financial statements of the Company and its subsidiary have been consolidated using uniform account policies for like transactions and other events in similar circumstances.

**Note No. 27**

Name of the Entity	Net Assets		Share in Profit	
	As % of consolidated net assets	Amount ₹ In Lacs	As % of consolidated net assets	Amount ₹ In Lacs
<b>Parent Company:</b>				
Tamboli Capital Limited	22.34	1429.10	19.47	136.25
<b>Wholly-owned Subsidiary Company</b>				
Tamboli Castings Limited	82.19	5256.93	93.79	656.24
Eliminations	(4.53)	(290.00)	(13.26)	(92.80)
<b>Total</b>	<b>100.00</b>	<b>6396.03</b>	<b>100.00</b>	<b>699.69</b>

**Note No. 28**

The Company has discussed only such policies and notes from the individual financial statements, which fairly present the needed disclosures. Lack of the homogeneity and other similar considerations made it desirable to exclude some of them, which in the opinion of the management, could be better viewed, when referred from the individual financial statements.

**Note No. 29**

In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realized in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.

**Note No. 30**

Balances with debtors, creditors and for loans and advances are subject to confirmations from the respective parties.

**Note No. 31**

The management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard AS-28. Based on the judgment of the management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.

**Note No. 32**

Deferred tax liability of ₹ 1,103,900 arising during the year, a major component of which is due to timing difference related to depreciation charged in the accounts and as claimed under the Income Tax Act, is credited to the profit & loss account. Details of the balance of ₹ 3,871,600 are as under:

Particulars	₹
Depreciation	4,627,600
Disallowance u/s 43B of the Income Tax Act	(756,000)
<b>Total</b>	<b>3,871,600</b>

**Note No. 33**

**Contingent Liabilities:**

- (i) Guarantees given by the bank and counter guaranteed by the company : ₹ 9,309,184 (₹ 7,218,311)
- (ii) Disputed Income Tax liabilities is ₹ 9,082,314 (₹ 9,082,314)
- (iii) Disputed Service Tax and Excise liabilities ₹ 1,300,231 (₹ 203,722)

**Note No. 34**

**Proposed Dividend:**

The Board of Directors at its meeting held on May 15, 2018 has recommended a dividend of ₹ 0.70 per equity share for the year ended March 31, 2018 (March 31, 2017: ₹ 0.70 per equity share). The declaration and payment of dividend is subject to the approval of the shareholders in the Annual General Meeting.

Proposed Dividend: 6,944,000

Corporate Dividend Tax: 1,889,185

**Note No. 35**

**Related Party Disclosures:**

**35.1 Associates:**

- (a) Mebhav Investment Private Limited, (b) Tamboli Exim Limited

**35.2 Key Managerial Personnel:**

- a) Mr. Bipin F. Tamboli, b) Mr. P.A. Subramanian, c) Mr. Mehul B. Tamboli, d) Mr. Vaibhav B. Tamboli, e) Mr. V.H. Pathak, f) Ms. P.D. Jasani

Nature of Transactions		2017-2018 (₹)	2016-2017 (₹)
1.	Purchase of Materials and Services	5,025,920	3,666,209
2.	Outstanding balance: Trade Payables	51,082	46,722
Key Management Personnel			
3.	Remuneration	11,718,528	11,696,102
4.	Director Sitting fees	74,500	75,000
5.	Loan taken	100,000	100,000
6.	Loan repaid	100,000	100,000
7.	Outstanding balance: Other Current Liabilities	3,200,000	3,000,000

**Note No. 36**

Figures pertaining to the subsidiary company have been reclassified wherever necessary to bring them in line with the Parent Company's financial statements.

**Note No. 37**

Figures of previous year have been regrouped and rearranged wherever necessary.

Signatures to Notes No. 1 to 37

As per our Report of even date  
**For P A R K & COMPANY**  
 Chartered Accountants

**ASHISH DAVE**  
 Partner  
 Bhavnagar  
 Dated: May 15, 2018

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**V. B. Tamboli** DIN: 00146081  
 DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E  
 P.D. Jasani - CS PAN: ASJPJ1047M  
 Bhavnagar  
 Dated: May 15, 2018



**ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM  
(For use by Investors holding shares in physical form)**

To,  
Tamboli Capital Limited  
C/o. MCS Share Transfer Agent Ltd  
201, 2<sup>nd</sup> Floor, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad 380 009.

Dear sirs,

**FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND**

Pleas fill-in the information in CAPITAL LETTERS in ENGLISH ONLY

**For shares held in physical form**

Master Folio No.

**For shares held in electronic form**

DP Id

Client Id

FOR OFFICE USE ONLY

ECS  
Ref. No.

Name of Sole/First holder

Bank Name

Branch Name

Branch Code

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type  
(Please Tick (√) wherever applicable)

→ Savings  Current  Cash Credit

A/c No. (as appearing in the cheque book)

→

Effective date of this mandate

→

I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness of information supplied as above, the Company/MCS Share Transfer Agent Ltd, will not be held responsible. I agree to avail ECS facility provided by RBI, as and when implemented by RBI/Tamboli Capital Limited

I further undertake to inform the Company any change in my Bank/branch and account number.

Dated : \_\_\_\_\_

\_\_\_\_\_  
(Signature of Sole/First holder)

Notes:

- Whenever the Shares in the given folio are entirely dematerialised, then this ECS mandate form will stand cancelled.
- For Shares held in dematerialised mode nomination is required to be filed with the Depositor Participant in their prescribed form.

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## TAMBOLI CAPITAL LIMITED

CIN: L65993GJ2008PLC053613

Regd. Office: Mahavir Palace, 8-A, Kalubha Road, Bhavnagar Gujarat, India 364 002.

Form No. MGT-11

### PROXY FORM

CIN: L65993GJ2008PLC053613

Name of the company: Tamboli Capital Limited

Registered office: Mahavir Palace, 8-A, Kalubha Road, Bhavnagar- 364 002

Name of the member(s): \_\_\_\_\_ Registered Address: \_\_\_\_\_

\_\_\_\_\_ E-mail ID: \_\_\_\_\_

Folio No/Client ID \_\_\_\_\_ DP ID: \_\_\_\_\_

I/we, being the member (s) of \_\_\_\_\_ shares of Tamboli Capital Limited, hereby appoint

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ of failing him

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ of failing him

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual general meeting of the company, to be held on Monday the 13th day of August, 2018 At 04.30 p.m. at Hotel Nilambag Palace, Bhavnagar and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018.		
2.	Declaration of Dividend on Equity Shares for the financial year 2017-18.		
3.	Re-appointment of Mr. Vaibhav B. Tamboli as Director of the Company.		
4.	Appointment of Mr. Vaibhav B. Tamboli as Whole Time Director and CEO of the Company.		
5.	Appointment of Mrs. Neha R. Gada as an Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
1 Rupee  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## TAMBOLI CAPITAL LIMITED

Regd. Office: Mahavir Palace, 8-A, Kalubha Road, Bhavnagar Gujarat, India 364 002.

### ATTENDANCE FROM

Name of Shareholder		
Number of Equity Share held		
Folio Number		
If Demat Shares	DP ID	
	Client ID	

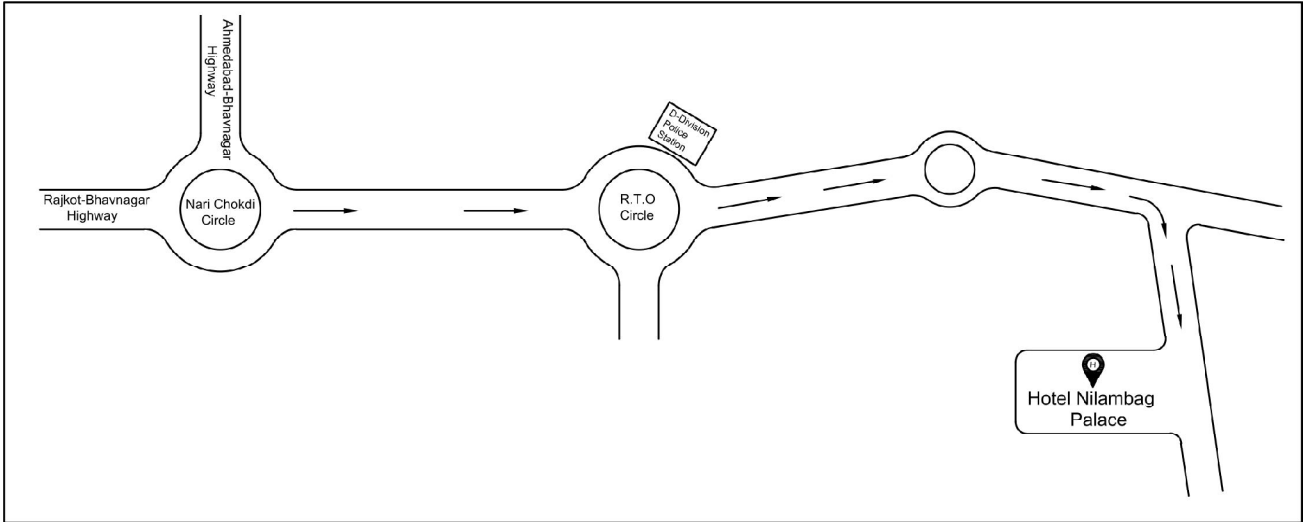
I hereby record my presence at the 10th Annual General Meeting of the Company at Hotel Nilambag Palace, Bhavnagar at 1630 hours on Tuesday 13th day of August, 2018.

Signature of attending Member/Proxy

- Note:
1. A shareholder/Proxyholder wishing to attend this meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
  2. He/She is advised to bring along with a copy of the Annual Report to the meeting for reference.

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## Route Map for AGM venue



### **AGM Venue:**

Hotel Nilambag Palace

Nilambag

Bhavnagar-364 002 Gujarat India.

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**Book-Post**

**To**

If undelivered please return to:  
**TAMBOLI CAPITAL LTD**  
MAHAVIR PALACE,  
8-A, KALUBHA ROAD,  
BHAVNAGAR,  
GUJARAT, INDIA 364 002