

**8th ANNUAL REPORT  
2015-2016**

**TAMBOLI CAPITAL LIMITED**



**TAMBOLI CAPITAL LIMITED  
(TCAP)**

**BOARD OF DIRECTORS** : Mr. Bipin F. Tamboli Chairman & Managing Director  
(As on 13.05.2016) : Mr. Tushar B. Dalal Director  
Mrs. Bharati B. Tamboli Women Director  
Mr. Pradeep H. Gohil Director  
Dr. Abhinandan K. Jain Additional Director

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

**AUDITORS** : Sanghavi & Company  
Chartered Accountants  
Bhavnagar

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

**ISIN** : INE864J01012

**BSE Scrip Code** : 533170

**REGISTRAR & TRANSFER AGENT** : MCS Share Transfer Agent Ltd  
201, 2nd Floor, Shatdal Complex,  
Opp. Bata Show Room, Ashram Road  
Ahmedabad 380 009  
Telephone (91) (079) 2658 0461  
Fax (91) (079) 2658 1296  
E-Mail mcsahmd@gmail.com

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON FRIDAY FIRST DAY OF JULY 2016 AT HOTEL NILAMBAG PALACE, BHAVNAGAR AT 1630 HOURS, to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2016, Profit & Loss statement and Cash Flow statement (including Consolidated Financial Statements) for the period ending on that date and the report of the Board of Directors and Auditors thereon.
2. To declare dividend for the Financial Year 2015-2016.
3. To appoint Mrs. Bharati B. Tamboli (DIN: 00083392), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To ratify appointment of Auditors for the financial year 2016-17 and to fix their remuneration.

### SPECIAL BUSINESS :

5. **Appointment of Dr. Abhinandan K. Jain (DIN: 00351280) 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) Dr. Abhinandan K. Jain (DIN: 00351280), who was appointed as Additional Director by the Board of Directors on 3rd November 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years for a term up to 02.11.2020.”

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 13, 2016

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

### Notes:

1. A member entitled to attend and vote at the above meeting is also entitled to appoint a proxy to attend and vote instead of himself/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.
2. 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.
3. 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.
4. 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.
5. 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.

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 from 25.06.2016 to 30.06.2016 (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. Under the provisions of Section 125 of the Companies Act, 2013, dividends remaining unpaid/unclaimed for a period over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. The members may write to the Company for claiming the amount if any, relating to following years before it is transferred to the IEPF.

Financial Year	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP fund
2011-2012	30.07.2012	29.07.2019	29.08.2019
2012-2013	10.08.2013	09.08.2020	09.09.2020
2013-2014	11.08.2014	10.08.2021	10.09.2021
2014-2015	12.08.2015	11.08.2022	11.09.2022

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 25.06.2016 to 30.06.2016 both days inclusive.
14. Dividend, if sanctioned at the meeting, will be paid to the members in Electronic Clearing Service (ECS) facility at the ECS facility available centers. Members holding shares in physical form may send their ECS mandate form duly filled in to the Company or its R&TA to receive dividend in ECS. ECS mandate form is enclosed as (Annexure A) for immediate use of members.
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 8th 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. June 25, 2016.
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. June 25, 2016 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 27.06.2016 at 10.00 a.m. and ends on 30.06.2016, 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) 25.06.2016 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</b>	<b>For Members holding shares in Physical Form</b>
USER ID	<b>For NSDL</b> : 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL</b> : 16 digits beneficiary ID	Folio Number Registered with the Company
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence Number is printed on your address label.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the PAN column above.	

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

- (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 ("EVSN") of "TAMBOLI CAPITAL LIMITED" on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and the option NO implies that you dissent to the resolution
  - (xiii) Click on the "RESOLUTION FILE LINK", if you wish to view the entire resolution details.
  - (xiv) After selecting the resolution you 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) **Note for Non – Individual Shareholders and Custodians :**
    - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - d. The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - (xix) In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. The Board of Directors of the Company has appointed Mr. Ashish Shah, a Practicing Company Secretary, 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 Driving License, Passport, and Voter ID Card.

Registered Office:  
 Mahavir Palace, 8-A, Kalubha Road,  
 Bhavnagar  
 Gujarat 364 002  
 Dated: May 13, 2016

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

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

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

**Item No. 5**

Members be informed that to comply with the provisions of Section 149 of the Companies Act, 2013, Dr. Abhinandan K. Jain was appointed as an Additional Director (Independent) w.e.f. 3<sup>rd</sup> November, 2015 by the Board of Directors of the Company. Dr. Abhinandan K. Jain holds office upto the conclusion of the date of this Annual General Meeting. The Company has received notice from the member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Abhinandan K. Jain for the office of director of the Company.

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

The Nominations Committee has recommended the appointment of Dr. Abhinandan K. Jain as Independent Director from 03.11.2015 to 02.11.2020.

Dr. Abhinandan K. Jain is FPM (Eq. Phd), PGDM (Eq. MBA), IIMA and B.E. (Mechanical) and has large experience and has been associated with various organisations. Therefore his appointment would be beneficial to the Company

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

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Dr. Abhinandan K. Jain as Independent Directors 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 Dr. Abhinandan K. Jain), 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 13, 2016

BY ORDER OF THE BOARD OF DIRECTORS  
**B. F. Tamboli**  
CHAIRMAN AND MANAGING DIRECTOR  
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	Mrs. Bharati B. Tamboli	Dr. Abhinandan K. Jain
DIN	00083392	00351580
Date of Birth	04.07.1947	07.12.1945
Date of Appointment/Re-appointment	20.05.2015	03.11.2015
Qualification	Arts Graduate	FPM (Eq. Phd), PGDM (Eq. MBA), IIMA and B.E. (Mechanical)
Designation	Woman Director	Independent Director
Expertise in Specific Functional Areas	1. General Management 2. Finance	1. Management 2. Marketing 3. Finance
Chairman/ Director of other Company	1. Mebhav Investment Pvt. Ltd. 2. Tamboli Exim Limited	Tamboli Castings Limited
Chairman/Member of committees of Board of company of which he/she is a Director	4 (Member)	4 (Member)
Number of shares held in the Company	4,78,400	0

## DIRECTORS' REPORT: 2015-2016

To  
The Members

The Directors of **Tamboli Capital Limited** present their Eighth Report with Audited Accounts of the Company for the year ended March 31, 2016.

### 1. Financial Results :

	(Rs. In Lacs)	
	2015-2016	2014-2015
Total Income	134.85	135.31
Profit Before Taxation	111.19	115.67
Less: Provision for Taxation:		
1. Current	16.79	17.48
2. Earlier years' Tax	-	0.01
3. Deferred	(0.01)	(0.01)
Profit After Taxation	94.41	98.19
Adding thereto:		
1. Balance brought forward from last Balance Sheet	10.00	-
Making a total amount available for appropriation of which has been appropriated as follows:	104.41	98.19
1. Proposed Dividend	59.52	59.52
2. Corporate Dividend Tax	-	0.31
3. General Reserve	34.89	28.36
Leaving the balance to carried forward	10.00	10.00

- 2 Operations:** The standalone total Income during the year shows marginal decrease of 0.34% over the previous year and Profit Before Tax shows decrease of 3.87% over previous year. This was due to reduction in interest rates by banks on fixed deposits. The consolidated income shows increase of 16.38% over previous year. The consolidated Profit Before Tax shows increase of 55.73% over previous year, consolidated operations include the operations of TCL.
- 3 Dividend:** The Directors are pleased to recommend a Dividend for the period ended March 31, 2016 @ Rs. 0.60 per share i.e. 6% on 99,20,000 Equity shares for the financial year 2015-2016 amounting to Rs. 59.52 Lacs. (Previous year Rs. 59.52 Lacs) subject to approval of the members at this Annual General Meeting.
- 4 Reserves:** The Board of Directors of the Company proposes Rs. 34.89 Lacs to be transferred to general reserves.
- 5 Depository System:** As the members are aware, the company's shares are tradable in electronic form and the company has established connectivity with both the depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As of date shares representing 97.23% of the share capital are in the dematerialized form. In view of the numerous advantages offered by the Depository System, shareholders are requested to avail of the facility of dematerialisation of the Company's shares on either of the Depositories as aforesaid.
- 6** There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.
- 7** There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.
- 8 Internal Control Systems:** The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. 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.
- 9 Deposits:**  
The details relating to deposits, covered under Chapter V of the Act,-  
As the Company has not accepted any deposit from public accordingly no information is required to be provided by the Company.
- 10 Managerial Remuneration:**
- a) The Company does not have any Key Managerial Personnel or employee, receiving remuneration of Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum and therefore no particulars are required to be furnished under section 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 Board and Committees.

**11 Changes in Directors and Key Managerial Personnel:**

Mrs. Bharati B. Tamboli (DIN: 00083392), Director of the Company who retires by rotation as required by the Companies Act, 2013, and being eligible offers herself for re-appointment.

Dr. Abhinandan K. Jain (DIN: 00351580) was appointed as additional director effective from November 03, 2015. His terms of office expire at this Annual General Meeting. He being eligible, offers himself for appointment. As per section 149(4) of the Companies Act, 2013 (Act), and in accordance with clause 49 of the Listing Agreement with Bombay Stock Exchange he is being now proposed to be appointed as Independent Director to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

**12 Auditors:**

M/s. Sanghavi & Co., Chartered Accountants, who are the statutory auditors of the Company were appointed in AGM held on 11.08.2014 as per section 139 of the Companies Act, 2013 and the Rules framed thereunder to hold the office till conclusion of 9<sup>th</sup> AGM of the Company to be held in year 2017, subject to ratification of their appointment at every AGM. It is accordingly proposed to ratify his appointment in this AGM.

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

**13 Share Capital:**

- |    |  |   |     |
|----|--|---|-----|
| a) | Issue of equity shares with differential rights  | : | NIL |
| b) | Issue of sweat equity shares   | : | NIL |
| c) | Issue of employee stock options  | : | NIL |
| d) | Provision of money by company for purchase of it's own shares by employees or by trustees for the benefit of employees | : | NIL |

**14 Listing:** The Equity shares of the Company are listed on The Bombay Stock Exchange Limited (BSE) under Scrip Code: 533170.

**15 Corporate Governance:** As per amended provisions of Clause 49 of listing agreement issued by Securities and Exchange Board of India, vide circular no. CIR/CFD/POLICY/CELL/7/2014 dated September 15, 2014, clause 49 is not applicable to the Company effective from October 1, 2014. Further w.e.f. 1<sup>st</sup> December, 2015, listing agreement was replaced with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 SEBI LODR. Pursuant to provisions of Regulation 15(2) of SEBI LODR provisions of corporate governance are not applicable to listed Companies having paid up capital not exceeding Rs.10 Crore and net worth not exceeding Rs. 25 Crore. as on the last date of the previous year. As paid up capital and net worth of the Company are not exceeded prescribed limit, provisions of Corporate Governance are not applicable to the Company.

**16 Management Discussion and Analysis:** Pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited (BSE), Management Discussion and Analysis Report is enclosed.

**17 Subsidiaries:** The company has only one subsidiary (Wholly Owned) i.e. Tamboli Castings Limited, Salient features of financial statement of subsidiary company is given in form AOC-1 attached with the financial statements.

**18 Extract of Annual Return:** Pursuant to the provisions of section 92(3) of the Companies Act, 2013 an extract of annual return is annexed hereto as **Annexure – A** and forms part of this report.

**19 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: Rs. Nil
- (ii) Foreign Exchange Outgo: Rs. Nil

**20** Four (4) board meetings were held during the period under review. Details of attendance of Directors at the Board Meetings during the financial year 2015-2016 and at the last Annual General Meeting held on 12.08.2015 are given below:

Name	Position	Meetings held during the tenure of Directors	Meetings attended	Attendance at the last AGM held on 12.08.2015
Mr. Bipin F. Tamboli	Chairman and Managing Director	4	4	Yes
Mr. Tushar B. Dalal	Non-Executive Independent Director	4	4	No
Mr. Pradeep H. Gohil	Non-Executive Independent Director	3	3	Yes
Mrs. Bharati B. Tamboli	Non-Executive Non Independent Women Director	4	4	Yes
Dr. Abhinandan K. Jain	Non-Executive Independent Director	1	1	N.A
Mr. Bharat K. Shah	Non-Executive Independent Director	1	1	N.A

**21 Declaration by Independent Director concerning their independence:**

All Independent Directors of the Company have given their declaration to the Board regarding compliance of criteria of independence as defined under section 149(6) of the Companies Act, 2013 and clause 49 of the listing agreement.

**22 Audit Committee:**

The Company has formed an Audit Committee as required under the provisions of Section 177 of the Companies Act, 2013 and as required under the provisions of Clause 49 of erstwhile Listing Agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 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

The scope of audit committee is defined as under:

- i) To approve financial result 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.

**23 Vigil Mechanism/Whistleblower Policy:**

As required under section 177 (9) of the Companies Act, 2013, the Company has established Vigil Mechanism policy for its directors and employees and it is suitably communicated to them. The policy lays down how a director or employee can make a protected disclosure. It also, inter alia, contains the contact details of the Chairman of the Audit Committee to whom such disclosures may be made. The Policy lays down the guidelines for investigation, reporting and for providing protection to the whistleblower. The detailed policy is uploaded on website of the Company.

**24 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 website of the Company.

**25 Nomination and Remuneration Policy:**

The Board of Directors of the Company has already constituted "Nomination and Remuneration Committee" consisting of four (4) directors and 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 Clause 49 of the erstwhile Listing Agreement Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. All appointment(s) of Director(s), Whole-time Director(s), Key Managerial Personnel(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 Remuneration Policy is attached with the report as **Annexure-B**

**26 Risk Management Policy:**

The Board of Directors of the Company has constituted "Risk Management Committee" to review risk factors, Risk to the Company is provided in Management Discussion and Analysis in this Annual Report.

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

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

**28 Board Evaluation:**

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

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.

**29 Directors' Responsibility Statement:** The Board of Directors report that:

- a) in the preparation of the Annual Accounts for the financial year ended on 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed and there is no material departures from the same
- b) accounting policies have been selected and applied consistently and the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for the year.
- c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Annual Accounts for the financial year ended on 31<sup>st</sup> March, 2016 have been prepared on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**30 Particulars of loans, Investments, guarantee etc. in conformity with section 186 of the Companies Act, 2013.**

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

Name of the Company	Balance outstanding as on 1.4.2015	Transaction during the year 2015-2016		Balance outstanding as on 31.3.2016
		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 1.4.2015	Transaction during the year 2015-2016		Balance outstanding as on 31.3.2016
		Investment made	Investment Sold	
Tamboli Castings Ltd 2900000 equity shares of Rs. 10.00 each	2,90,00,000	-	-	2,90,00,000
Tamboli Chemico (India) Pvt. Ltd. 11000 equity shares of Rs. 10.00 each	1,10,000	-	-	1,10,000

(iii) The Company has not given any guarantee for self and also not for its subsidiary or associate companies.

**31. Particulars of Contracts or Arrangements with Related Parties:**

The particulars of every contact 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 C**.

**32. Secretarial Audit Report:**

The Board has appointed Mr. Ashish Shah, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. Secretarial Audit Report issued by Mr. Ashish Shah is attached herewith.

**33. 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:

- 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 Board meeting and committee meeting.**
- The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year: **N.A**
- The percentage increase in the median salaries of employees in the financial year: **6 to 7% p. a**
- The number of permanent employees on the rolls of the Company: **4 (Four)**
- The explanation on the relationship between average increase in remuneration and Company performance: **During the year on an average, employees received an annual increase of 6 to 7% during the year.**
- Comparison of the remuneration of the key managerial personnel against the performance of the Company: **Turnover and Profit of the Company for F.Y. 2015-16 is Rs. 134.83 Lacs and Rs. 111.18 Lacs respectively and remuneration of KMP for F.Y. 2015-16 is Rs. 5.86 Lacs.**
- Variation in the market capitalization of the Company, price earnings ratio as at the closing date of current financial year and previous financial year: **Market capitalization increase by 6%.**
- Percentage increase or decrease in the market quotation of the shares of the Company in comparison to the rate at which the Company come out with the last Public Offer: **N.A**
- 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 6 to 7% p.a**
- Comparison of each remuneration of the KMP against the performance of the Company: **Turnover and Profit of the Company for F.Y. 2015-16 is Rs. 134.83 Lacs and Rs. 111.18 Lacs respectively and remuneration of CFO and CS for F.Y. 2015-16 is Rs. 4.76 Lacs and Rs. 1.10 Lacs respectively.**
- The Key parameters for any variable component of remuneration availed by the Directors: **N.A**
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **N.A**
- 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.

**34. Appreciation:** The Directors thank the Employees, Bankers and the concerned authorities of the Government for their co-operation.

Registered Office:  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated: May 13, 2016

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

**ANNEXURE A TO DIRECTORS' REPORT**

Form No. MGT-9

Extract of Annual Return

As on financial year ended on 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and Other details:**

- 1) CIN : L65993GJ2008PLC053613  
 2) Registration Date : 17.04.2008  
 3) Name of the Company : TAMBOLI CAPITAL LIMITED  
 4) Category/Sub Category of the Company : Indian Non-Government Company (a public Company Listed at BSE Ltd.)  
 5) Address of the Registered Office and contact details : Mahavir Palace, 8-A, Kalubha Road, Bhavnagar, Gujarat 364 002  
 Phone No. : +91 278 654 1222  
 Fax No. : +91 278 252 0064  
 6) Whether Listed Company –Yes/No : Yes

**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	N.A.	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	U27320GJ2004PLC044926	Subsidiary	100%	Section 2(87)(ii)

**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 the year
	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 Rs. 2 Lakh	2369305	254607	2623912	26.45	2310997	250607	2561604	25.82	-0.63
(aii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	724868	24000	748868	7.55	813358	24000	837358	8.44	+0.89
(b) NBFC registered with RBI	-	-	-	-	-	-	-	-	-
(c) Employee Trusts	-	-	-	-	-	-	-	-	-
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e) Others (Specify)									
(e1) Hindu Undivided Families	151619	-	151619	1.53	175546	-	175546	1.77	+0.24
(e2) Bodies Corp.	195057	244	195301	1.97	163090	244	163334	1.65	-0.32
(e3) Non Resident Indians	808991	-	808991	8.15	790849	-	790849	7.97	-0.18
Sub Total (B) (2)	4249840	278851	4528691	45.65	4253840	274851	4528691	45.65	Nil
Total public shareholding (B) = (B) (1) + (B) (2)	4466149	278851	4745000	47.83	4470149	274851	4745000	47.83	Nil
C. Non Promoter Non Public									
Grand Total (A+B+C)	9641149	278851	9920000	100.00	9645149	274851	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	Minor Anushri M. Tamboli	928	0.01	Nil	928	0.01	Nil	Nil
	Total	5175000	52.16	Nil	5175000	52.16	Nil	Nil

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

Sr. No.		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	52.16	5175000	52.16
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g Allotment/transfer/bonus/sweat Equity etc.	-	-	-	-
	At the end of the year	5175000	52.16	5175000	52.16

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
	For Each of top 10 shareholders				
	At the beginning of the year	472054	4.76	472054	4.76
	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	Sandeep Talwar				
	01.04.2015- Opening	141261	1.42	141261	1.42
	23.10.2015 - Transfer	-1414	-0.01	139847	1.41
	30.10.2015 - Transfer	-835	-0.01	139012	1.40
	13.11.2015 - Transfer	-751	-0.01	138261	1.39
	27.11.2015 - Transfer	-2000	-0.02	136261	1.37
	29.01.2016 - Transfer	50	0.00	136311	1.37
	05.02.2016 - Transfer	-3000	-0.03	133311	1.34
2	Nilesh Talak Dedhia				
	01.04.2015- Opening	19219	0.19	19219	0.19
	03.07.2015 - Transfer	720	0.01	19939	0.20
	31.07.2015 - Transfer	81	0.00	20020	0.20
	31.03.2016 - Transfer	105000	1.06	125020	1.26
3	Sudha Kidao				
	01.04.2015 - Opening	68886	0.69	68886	0.69
	30.10.2015 - Transfer	-3000	-0.03	65886	0.66
	27.11.2015 - Transfer	-1000	-0.01	64886	0.65
4	Abhay Pandurang Rangnekar				
	01.04.2015 - Opening	56820	0.57	56820	0.57
	29.05.2015 - Transfer	-1735	-0.02	55085	0.55
	27.11.2015 - Transfer	-1000	-0.01	54085	0.54
5	Girija Ram				
	01.04.2015 - Opening	46000	0.46	46000	0.46
	04.12.2015 - Transfer	-796	-0.01	45204	0.45

6	A.V. Asvini Kumar				
	01.04.2015 - Opening	41468	0.42	41468	0.42
		No transactions during the year			
7	Samir Kirtikumar Hemani				
	01.04.2015 – Opening	36000	0.36	36000	0.36
		No transactions during the year			
8	Nitin Chamanlal Sheth				
	01.04.2015 – Opening	Nil	Nil	Nil	Nil
	22.01.2016 - Transfer	33000	0.33	33000	0.33
9	R.S. Ladiwala				
	01.04.2015 – Opening	31000	0.31	31000	0.31
		No transactions during the year			
10	Vimla Hasmukh Savla				
	01.04.2015 – Opening	31400	0.32	31400	0.32
	28.08.2015 - Transfer	-600	-0.01	30800	0.31
	11.12.2015 - Transfer	-300	-0.00	30500	0.31
	At the End of the year ( or on the date of separation, if separated during the year)	594474	5.99	594474	5.99

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

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
	For Each of the Directors and KMP				
	At the beginning of the year	3507344	35.35	3507344	35.35
	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				
	01.04.2015 - Opening	3028944	30.53	3028944	30.53
		No transactions during the year			
2	Bharati B. Tamboli				
	01.04.2015 - Opening	478400	4.82	478400	4.82
		No transactions during the year			
	At the End of the year	3507344	35.35	3507344	35.35

## V. Indebtness:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtness 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 Indebtness during the year				
- Addition	Nil	Nil	Nil	Nil
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtness 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	
		Mr. B.F. Tamboli Managing Director	Total Amount
1	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others, please specify Sitting fees for attending board & committee meetings	74,000	74,000
	Total (A)	74,000	74,000
	Ceiling as per the Act	-	74,000

**B Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Name of Director					Total Amount
		Mr. B.K. Shah	Mr. T.B. Dalal	Mr. P.G. Gohil	Dr. A.K. Jain	Mrs. B.B. Tamboli	
1	Independent Directors						
	- Fees for attending Board & committee meetings	18,500	74,000	55,500	10,000	-	1,58,000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total -1	18,500	74,000	55,500	10,000	-	1,58,000
2	Other Non-executive Directors						
	- Fees for attending Board & committee meetings	-	-	-	-	65,500	65,500
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total -2	-	-	-	-	65,500	65,500
	Total (B) (1) + (2)	18,500	74,000	55,500	10,000	65,500	2,23,500
	Total Managerial Remuneration	18,500	74,000	55,500	10,000	65,500	2,23,500
	Overall ceiling as per the Act						2,23,500

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total 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	N.A	N.A	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	N.A	N.A	Nil
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	N.A	N.A	Nil
2	Stock Option	Nil	N.A	N.A	Nil
3	Sweat Equity	Nil	N.A	N.A	Nil
4	Commission		N.A	N.A	
	- as % of profit	Nil	N.A	N.A	Nil
	- others, specify	Nil	N.A	N.A	Nil
5	Others, please specify	Nil	N.A	N.A	Nil
	Total (A)	Nil	N.A	N.A	Nil
	Ceiling as per the Act				N.A

Note: The Company does not have any Key Managerial Personnel receiving remuneration of Rs.5,00,000/- per month or Rs. 60,00,000/- per annum.

**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

## **Annexure-B**

### **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 Clause 49 of the Listing Agreement, 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,
  - 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 the Listing Agreement.
- (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, Listing Agreement and/or 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 deemed 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-C**  
**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
NOT APPLICABLE								

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	Date of Approval by Board	Amount paid in advance
Tamboli Travels & Tours (Division of Mebhav Investment Pvt. Ltd.	Associate Company	Hotel booking, Ticket and passport charges	April 2015 to March 2016	At market rate	9,820	N.A	Nil

## MANAGEMENT DISCUSSION & ANALYSIS

### A. Overview – Financial Performance:

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

### B. Industry Structure & Development:

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

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

The performance of the company, at present, is linked to the performance of the Wholly Owned Subsidiary, Tamboli Castings Limited (TCL). TCL is continuing its efforts to increase business volumes in the domestic market, which offers opportunities for growth.

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

Threat in business is mainly from China dumping steel parts at very low prices in world markets and in India.

Fluctuation in FOREX rates is a matter of concern. TCL has entered into agreements with major customers for price adjustments to neutralize the adverse impacts of FOREX variations.

### D. Outlook:

Outlook for the next year is positive.

### E. Internal Control Systems and Their Adequacy:

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

### F. Financial Performance:

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

### G. Human Resources:

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

### H. Cautionary Statement:

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

**Form MR-3**  
**SECRETARIAL AUDIT REPORT**

**Company No. L65993GJ2008PLC053613**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2016**

*[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

I 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 me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Tamboli Capital Limited 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 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:

I 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, 2016 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;
- (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, 1992;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (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

Secretarial Standards issued by the Institute of Company Secretaries of India.

The listing agreement/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.

**I 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.

Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes.

**I 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.

**I further report that** during the audit period the company there are 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: 13.05.2016

**For, Ashish Shah & Associates**

**Ashish Shah**

**Company Secretary in practice**

**FCS No. 5974**

**C P No.: 4178**

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**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: 13.05.2016

**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, 2016.

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 year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the company. We certify that no deficiencies in the design or operation of internal control were found.
- (d) We have indicated to auditors about:
- (i) no significant changes in internal controls during the year.
  - (ii) no significant changes in accounting policies during the year.
  - (iii) no instances of any fraud during the year under review.

Place: Bhavnagar  
Dated: May 13, 2016

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

**CFO**  
**V.H. Pathak**  
PAN: AOKPP8295E

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### Declaration regarding affirmation of Code of Conduct

In terms of the requirement of the amended Clause 49 of the Listing Agreement, 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, 2016.

Place: Bhavnagar  
Dated: May 13, 2016

**B. F. Tamboli**  
CHAIRMAN AND MANAGING DIRECTOR  
DIN: 00145948

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### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of Tamboli Capital Limited

We have examined the compliance of conditions of Corporate Governance by Tamboli Capital Limited ("the Company") for the year ended March 31, 2016 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhavnagar  
Dated: May 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

**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 2016, 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 2016 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;
  - (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 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, 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 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

**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 companies covered in the register maintained under section 189 of the Act.
  - a. The terms and conditions of the grant of such loans are not prejudicial to the interest of the Company;
  - b. Since no terms and conditions of the loans granted are stipulated, we can not offer any comments as to the repayment of principal amount or overdue amounts, if any. However, the receipts of interest on the said 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 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.

Bhavnagar  
May 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

## 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, 2016 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 unauthorized 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 March 31, 2016, 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 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

**BALANCE SHEET AS AT MARCH 31, 2016**

Particulars	Note No.	31st March 2016 (Rs.)	31st March 2015 (Rs.)
<b>EQUITY AND LIABILITIES:</b>			
<b>Shareholders' Funds:</b>			
Share Capital	2	99,200,000	99,200,000
Reserves & Surplus	3	24,684,427	21,195,874
		123,884,427	120,395,874
<b>Non-Current Liabilities:</b>			
Long-term Borrowings		-	-
Deferred Tax Liabilities		3,800	4,250
Other Long Term Liabilities		-	-
Long-term Provisions		-	4,250
		3,800	-
<b>Current Liabilities:</b>			
Short-term Borrowings		-	-
Trade Payables		114,673	42,978
Other Current Liabilities	4	444,664	376,011
Short-term Provisions	5	59,67,240	5,982,944
		6,526,577	6,401,933
<b>TOTAL</b>		<b>130,414,804</b>	<b>126,802,057</b>
<b>ASSETS:</b>			
<b>Non-Current Assets:</b>			
Fixed Assets			
Tangible Assets	6	25,931	38,745
Intangible Assets		-	-
Capital Work-in-Progress		-	-
		25,931	38,745
Non-current Investments	7	29,110,000	29,110,000
Long-term Loans and Advances	8	55,620,000	55,780,000
Other Non-current Assets		-	-
		84,755,931	84,928,745
<b>Current Assets:</b>			
Current Investments		-	-
Inventories		-	-
Trade Receivables		-	-
Cash and Bank Balances	9	42,816,376	39,109,538
Short-term Loans and Advances	10	2,842,497	2,763,774
Other Current Assets		-	-
		45,658,873	41,873,312
<b>TOTAL</b>		<b>130,414,804</b>	<b>126,802,057</b>

The accompanying notes 1 to 22 are an integral part of these Financial Statements.

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar  
Dated: May 13, 2016

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note No.	2015-2016 (Rs.)	2014-2015 (Rs.)
<b>REVENUE:</b>			
Revenue from Operations	11	13,484,774	13,530,919
Other Income		-	-
<b>TOTAL</b>		<u>13,484,774</u>	<u>13,530,919</u>
<b>EXPENSES:</b>			
Employee Benefits Expense	12	1,086,989	865,560
Finance Costs	13	4,488	1,011
Depreciation and Amortization		12,814	27,185
Other Expenses	14	1,261,367	1,069,995
<b>TOTAL</b>		<u>2,365,658</u>	<u>1,963,751</u>
Profit before exceptional and extraordinary Items and tax		11,119,116	11,567,168
Exceptional Items		-	-
Extraordinary Items		-	-
Profit Before Tax		11,119,116	11,567,168
Tax Expense : Current			
Current Tax		1,679,000	1,748,000
Earlier Years' Tax	13		570
Deferred		(450)	(250)
		<u>1,678,550</u>	<u>1,748,320</u>
Net Profit for the year		<u>9,440,553</u>	<u>9,818,848</u>
Face Value per Equity Share		10	10
Earning Per Share (Basic/Diluted)		0.95	0.99
The accompanying notes 1 to 22 are an integral part of these Financial Statements.			

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar  
Dated: May 13, 2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016****(Rs. In Lacs)**

	2015-2016	2014-2015
<b>A Cash Flow from operating activities:</b>		
Net Profit Before Tax And Extraordinary Items	111.19	115.67
Adjustments for:		
Depreciation	0.13	0.27
Interest	-	-
	<u>0.13</u>	<u>0.27</u>
Operating Profit Before Working Capital Changes	111.32	115.94
Adjustments for:		
Trade and Other Receivables	(0.23)	60.04
Inventories	-	-
Trade and Other Payables	0.09	0.47
	<u>(0.14)</u>	<u>60.51</u>
Cash Generated From Operations	111.18	176.45
Direct Taxes Paid (Net)	<u>(16.64)</u>	<u>(17.76)</u>
<b>Net Cash from operating activities</b>	<b>94.54</b>	<b>158.69</b>
<b>B Cash Flow from investing activities:</b>		
Purchase of Fixed Assets	-	(0.31)
Purchase of Investments	-	-
Sale of Fixed Assets	-	-
Interest Received	-	-
	<u>-</u>	<u>-</u>
<b>Net Cash used in investing activities</b>	<b>-</b>	<b>(0.31)</b>
<b>C Cash Flow from financing activities:</b>		
Proceeds from Loans Borrowed (net)	-	-
Proceeds from Working Capital Finance (net)	-	-
Interest Paid	-	-
Dividend paid	<u>(58.50)</u>	<u>(58.75)</u>
<b>Net Cash used in financing activities</b>	<b>(58.50)</b>	<b>(58.75)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>36.04</b>	<b>99.63</b>
Cash And Cash Equivalents as at beginning of the year	388.81	289.18
Cash And Cash Equivalents as at end of the year	<u>424.85</u>	<u>388.81</u>
Cash and Cash Equivalents		
Cash and Bank Balances	428.16	391.10
Statutory restricted accounts	<u>(3.31)</u>	<u>(2.29)</u>
	<u>424.85</u>	<u>388.81</u>

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar  
Dated: May 13, 2016

**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 at the rates 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	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Authorised:</b>		
10,000,000 Equity Shares of Rs. 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 Rs. 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	Rs.
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	31.03.2016		31.03.2015	
	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 Rs. 10 each ranking pari passu in all respects including voting rights and entitlement to dividend

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<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	19,695,874	16,859,970
Transfer from surplus	3,488,553	2,835,904
Balance as at the end of the year	<u>23,184,427</u>	<u>19,695,874</u>
<b>c. Surplus</b>		
Balance as at the beginning of the year	1,000,000	-
Net profit for the current year	9,440,553	9,818,848
Transfer to general reserve	(3,488,553)	(2,835,904)
Proposed dividend	(5,952,000)	(5,952,000)
Corporate dividend tax	-	(30,944)
Balance as at the end of the year	<u>1,000,000</u>	<u>1,000,000</u>
<b>TOTAL</b>	<u><u>24,684,427</u></u>	<u><u>21,195,874</u></u>

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Current maturities of long-term debt	-	-
Statutory liabilities	7,550	10,044
Unclaimed Dividends	331,254	228,902
Other liabilities	105,860	137,065
<b>TOTAL</b>	<u><u>444,664</u></u>	<u><u>376,011</u></u>

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Provision for income tax (net of payments)	15,240	-
Proposed dividend	5,952,000	5,952,000
Corporate dividend tax	-	30,944
<b>TOTAL</b>	<u><u>5,967,240</u></u>	<u><u>5,982,944</u></u>

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

PARTICULARS	GROSS BLOCK		ACCUMULATED DEPRECIATION			NET BLOCK		
	As on 1.4.2015	Additions during the Year	As on 1.4.2015	For the Year	On Deductions/ Adjustments	Up to 31.3.2016	As at 31.3.2016	As at 31.3.2015
<b>Tangible Assets:</b>								
OFFICE EQUIPMENT	73,970	-	38,651	12,413	-	51,064	22,906	35,319
FURNITURE & FIXTURE	4,226	-	800	401	-	1,201	3,025	3,426
	78,196	-	39,451	12,814	-	52,265	25,931	38,745
PREVIOUS YEAR	47,336	30,860	12,266	27,185	-	39,451	38,745	35,070

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<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 Rs. 10 each (A wholly owned subsidiary)		
<b>Other Investments; at cost:</b>		
11,000 equity shares of Tamboli Chemico (India) Pvt. Ltd. of Rs. 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	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<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 Rs. 130,000(290,000))	130,000	290,000
Other loans and advances*	1,890,000	1,890,000
<b>TOTAL</b>	<u>55,620,000</u>	<u>55,780,000</u>

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

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>I. Cash and Cash Equivalents</b>		
a. Balances with Banks:		
Current accounts	458,087	658,526
Short term deposits	-	-
Cheques on hand	-	-
	<u>458,087</u>	<u>658,526</u>
b. Cash on hand	27,035	22,110
	<u>485,122</u>	<u>680,636</u>
<b>II. Other Bank Balances</b>		
Dividend accounts	331,254	228,902
Terms deposits with more than 12 months maturity	24,000,000	9,000,000
Other terms deposits	18,000,000	29,200,000
	<u>42,331,254</u>	<u>38,428,902</u>
<b>TOTAL</b>	<u>42,816,376</u>	<u>39,109,538</u>

**Note No. 10****Short-term Loans and Advances**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Unsecured (considered good)</b>		
Interest receivables	2,842,497	2,760,686
Advance payment of Taxes (Net of Provisions)	-	3,088
<b>TOTAL</b>	<u>2,842,497</u>	<u>2,763,774</u>

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

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
<b>Interest Receipts</b>				
From Banks	3,396,774		2,918,763	
From a subsidiary company	4,288,000	7,684,774	4,589,774	7,508,537
<b>Dividend Receipts</b>				
From a subsidiary company	5,800,000		6,022,382	
From others	-	5,800,000	-	6,022,382
<b>TOTAL</b>		<u>13,484,774</u>		<u>13,530,919</u>

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

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
Salaries, wages, allowances and bonus	1,086,989		865,560	
Contribution to employee benefit funds	-		-	
Staff welfare expenses	-		-	
<b>TOTAL</b>		<u>1,086,989</u>		<u>865,560</u>

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

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
Interest				
Others	4,488		1,011	
<b>TOTAL</b>		<u>4,488</u>		<u>1,011</u>

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

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
<b>Administrative and other expenses:</b>				
Travelling & conveyance expenses	31,453		28,042	
Insurance premiums	42,135		42,135	
Advertisement expenses	105,146		131,383	
Directors' sitting fees	297,500		277,500	
Legal and professional fees	567,043		400,348	
Payment to auditors	74,388		58,427	
General expenses	143,702	1,261,367	132,160	1,069,995
<b>TOTAL</b>		<u>1,261,367</u>		<u>1,069,995</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 realised 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 Rs. 450 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	2015-2016 Amount, Rs.	2014-2015 Amount, Rs.
Audit Fees	17,175	16,854
Taxation Matters	8,550	8,427
Certification and other matters	48,663	33,146

**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**

Related Party Disclosures:

**19.1 Subsidiary: Tamboli Castings Limited**

Nature of Transactions	2015-2016 Amount, Rs.	2014-2015 Amount, Rs.
1. Interest Receipts	4,288,000	4,589,774
2. Repayment of Loan Received	-	6,400,000
3. Dividend Receipts	5,800,000	6,022,382
4. Outstanding balance : Long term Loans and advances	53,600,000	53,600,000
: Short term Loans and advances	964,800	974,245

**19.2 Key Management Personnel**

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

Nature of Transactions	2015-2016 Amount, Rs.	2014-2015 Amount, Rs.
Director Sitting Fees	74,000	129,500
Remuneration	585,750	-

**19.3 Associates:**

Mebhav Investment Private Limited

Nature of Transactions	2015-2016 Amount, Rs.	2014-2015 Amount, Rs.
Purchase of services	9,820	-

**Note No. 20**

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

**Note No. 21**

Earning and Expenditure in Foreign Currencies: Nil(Nil)

**Note No. 22**

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

Signatures to Notes No. 1 to 22

As per our Report of even date  
**For SANGHAVI & COMPANY**  
 Chartered Accountants

**MANOJ GANATRA**  
 Partner

Bhavnagar  
 Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD

**B. F. Tamboli** DIN: 00145948**B. B. Tamboli** DIN: 00083392

DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E

P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar

Dated: May 13, 2016

**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	:	31.03.2016
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	:	Rs. 29,000,000
6	Reserves & Surplus	:	Rs. 375,746,795
7	Total Assets	:	Rs. 557,929,900
8	Total Liabilities	:	Rs. 153,183,104
9	Investments	:	Rs. -
10	Turnover	:	Rs. 602,348,461
11	Profit before Taxation	:	Rs. 96,356,733
12	Provision for Taxation	:	Rs. 32,263,196
13	Profit after Taxation	:	Rs. 64,093,537
14	Proposed dividend	:	Rs. 8,410,000
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

FOR AND ON BEHALF OF THE BOARD

**B. F. Tamboli** DIN: 00145948**B. B. Tamboli** DIN: 00083392

DIRECTORS

Bhavnagar

Dated: May 13, 2016

## 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 31<sup>st</sup> March 2016, 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 31<sup>st</sup> March 2016 and of the consolidated profit and its consolidated cash flows for the year ended on that date.

## 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 31<sup>st</sup> March 2016 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 31<sup>st</sup> March 2016, 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. 32 – 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 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

## 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 31<sup>st</sup> March, 2016, 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 March 31, 2016, 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 13, 2016

**For SANGHAVI & COMPANY**  
Chartered Accountants  
FRN: 109099W  
**MANOJ GANATRA**  
Partner  
Membership No. 043485

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016**

Particulars	Note No.	31st March 2016 (Rs.)		31st March 2015 (Rs.)	
<b>EQUITY AND LIABILITIES:</b>					
<b>Shareholders' Funds:</b>					
Share Capital	2	99,200,000		99,200,000	
Reserves & Surplus	3	408,841,224	508,041,224	348,771,209	447,971,209
<b>Non-Current Liabilities:</b>					
Long-term Borrowings	4	15,675,201		23,863,011	
Deferred Tax Liabilities		1,375,800		2,011,250	
Other Long Term Liabilities	5	364,081		292,748	
Long-term Provisions	6	1,581,281	18,996,363	1,545,991	27,713,000
<b>Current Liabilities:</b>					
Short-term Borrowings	7	4,767,937		17,638,079	
Trade Payables		33,138,800		21,778,790	
Other Current Liabilities	8	25,440,588		34,301,641	
Short-term Provisions	9	14,379,756	77,727,081	12,219,820	85,938,330
<b>TOTAL</b>			<b>604,764,668</b>		<b>561,622,539</b>
<b>ASSETS:</b>					
<b>Non-Current Assets:</b>					
Fixed Assets	10				
Tangible Assets		202,057,062		196,067,989	
Intangible Assets		-		-	
Capital Work-in-Progress		3,678,085		3,736,080	
		<u>205,735,147</u>		<u>199,804,069</u>	
Non-current Investments	11	110,000		110,000	
Long-term Loans and Advances	12	5,526,413		7,959,254	
Other Non-current Assets		-	211,371,560	-	207,873,323
<b>Current Assets:</b>					
Current Investments		-		-	
Inventories	13	94,429,203		96,939,563	
Trade Receivables	14	89,848,979		100,173,456	
Cash and Bank Balances	15	126,823,986		71,964,633	
Short-term Loans and Advances	16	82,290,940		84,671,564	
Other Current Assets		-	393,393,108	-	353,749,216
<b>TOTAL</b>			<b>604,764,668</b>		<b>561,622,539</b>

The accompanying notes 1 to 35 are an integral part of these Financial Statements.

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPP1047M

Bhavnagar  
Dated: May 13, 2016

**CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note No.	2015-2016 (Rs.)	2014-2015 (Rs.)
<b>REVENUE:</b>			
Revenue from Operations (Gross)	17	612,309,241	524,513,505
Less: Excise duty		<u>6,912,068</u>	<u>4,092,325</u>
Revenue from Operations (Net)		605,397,173	520,421,180
Other Income	18	<u>348,062</u>	<u>78,874</u>
<b>TOTAL</b>		<u>605,745,235</u>	<u>520,500,054</u>
<b>EXPENSES:</b>			
Cost of Materials Consumed	19	82,340,328	92,847,277
Purchases of stock-in-trade		-	-
Changes in inventories	20	2,071,556	(15,779,903)
Employee Benefits Expense	21	80,405,029	64,125,659
Finance Costs	22	5,831,530	10,956,064
Depreciation and Amortization		33,573,529	32,089,318
Other Expenses	23	<u>299,847,415</u>	<u>270,973,239</u>
<b>TOTAL</b>		<u>504,069,387</u>	<u>455,211,654</u>
Profit before exceptional and extraordinary Items and tax		101,675,848	65,288,400
Exceptional Items		-	-
Extraordinary Items		<u>-</u>	<u>-</u>
Profit Before Tax		101,675,848	65,288,400
Tax Expense :			
Current Tax		33,379,000	21,848,000
MAT Credit Entitlements		-	-
Earlier Years' Tax		1,198,209	144,782
Deferred Tax		<u>(635,450)</u>	<u>(699,428)</u>
Net Profit for the year		<u>67,734,089</u>	<u>43,995,046</u>
Face Value per Equity Share		10	10
Earning Per Equity Share (Basic/Diluted)		6.83	4.43
The accompanying notes 1 to 35 are an integral part of these Financial Statements.			

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPP1047M

Bhavnagar  
Dated: May 13, 2016

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

(Rs. in Lacs)

	2015-2016	2014-2015
<b>A Cash Flow from operating activities:</b>		
Net Profit Before Tax And Extraordinary Items	1016.76	652.88
Adjustments for:		
Depreciation and Amortization	335.74	320.89
Loss/(Profit) on sale of Assets	-	-
Interest	61.46	103.67
	<u>397.20</u>	<u>424.56</u>
Operating Profit Before Working Capital Changes	1413.96	1077.44
Adjustments for:		
Trade and Other Receivables	107.29	(85.68)
Inventories	25.11	(167.36)
Trade and Other Payables	43.66	(312.45)
	<u>176.06</u>	<u>(565.49)</u>
Cash Generated From Operations	1590.02	511.95
Direct Taxes Paid	(339.01)	(251.73)
	<u>(339.01)</u>	<u>(251.73)</u>
<b>Net Cash from operating activities</b>	1251.01	260.22
<b>B Cash Flow from investing activities:</b>		
Purchase of Fixed Assets	(395.05)	(209.70)
Purchase of Investments	-	-
Sale of Fixed Assets	-	-
	<u>-</u>	<u>-</u>
<b>Net Cash used in investing activities</b>	(395.05)	(209.70)
<b>C Cash Flow from financing activities:</b>		
Proceeds from Loans Borrowed (net)	(81.88)	(172.61)
Proceeds from Working Capital Finance(net)	(128.70)	7.55
Interest Paid	(61.46)	(103.67)
Dividend paid	(60.54)	(63.33)
	<u>(60.54)</u>	<u>(63.33)</u>
<b>Net Cash used in financing activities</b>	(332.58)	(332.06)
<b>Net Increase in Cash and Cash Equivalents</b>	<u>523.38</u>	<u>(281.54)</u>
Cash And Cash Equivalents as at beginning of the year	711.06	992.60
Cash And Cash Equivalents as at end of the year	<u>1234.44</u>	<u>711.06</u>
Cash and Cash Equivalents		
Cash and Bank Balances	1268.24	719.65
Statutory restricted accounts	(33.80)	(8.59)
	<u>1234.44</u>	<u>711.06</u>

As per our Report of even date  
**For SANGHAVI & COMPANY**  
Chartered Accountants

**MANOJ GANATRA**  
Partner

Bhavnagar  
Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD  
**B. F. Tamboli** DIN: 00145948  
**B. B. Tamboli** DIN: 00083392  
DIRECTORS  
V.H. Pathak - CFO PAN: AOKPP8295E  
P.D. Jasani - CS PAN: ASJPP1047M

Bhavnagar  
Dated: May 13, 2016

**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 at the rates and in 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; cost of finished goods includes excise duty.
- 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. Service tax, wherever applicable is collected on behalf of the Government and therefore, excluded from the revenue.
- 1.5 Excise and Custom Duty:** Excise Duty in respect of goods manufactured by the company is, according to the method consistently followed by the company, accounted for at the time of removal of goods from the factory for sale.
- However, excise duty payable on the closing stock of finished goods is provided for in the accounts. Purchases of goods and fixed assets are accounted for net of excise cenvat credit availed. Custom duty paid on import of materials is dealt with in respective materials 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 can not be made.

**Note No. 2**

**2.1 Share Capital**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Authorised:</b>		
10,000,000 Equity Shares of Rs. 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 Rs. 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	Rs.
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	31.03.2016		31.03.2015	
	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 Rs. 10 each ranking pari passu in all respects including voting rights and entitlement to dividend

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<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	337,493,591	302,222,365
Depreciation of Earlier years' charged to Reserves	-	(782,516)
Transfer from surplus	60,070,015	36,053,742
Balance as at the end of the year	<u>397,563,606</u>	<u>337,493,591</u>
<b>c. Surplus</b>		
Balance as at the beginning of the year	10,777,618	10,000,000
Net profit for the current year	67,734,089	43,995,047
Transfer to general reserve	(60,070,015)	(36,053,742)
Proposed dividend	(5,952,000)	(5,952,000)
Corporate dividend tax	(1,712,074)	(1,211,687)
Balance as at the end of the year	<u>10,777,618</u>	<u>10,777,618</u>
<b>TOTAL</b>	<u><u>408,841,224</u></u>	<u><u>348,771,209</u></u>

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>a. Secured</b>		
Term loans from banks (Indian rupee accounts)	15,675,201	23,863,011
<b>TOTAL</b>	<u><u>15,675,201</u></u>	<u><u>23,863,011</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	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Staff security deposits	364,081	292,748
<b>TOTAL</b>	<u><u>364,081</u></u>	<u><u>292,748</u></u>

**Note No. 6**  
**Long Term Provisions**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Provision for leave encashment	1,581,281	1,545,991
<b>TOTAL</b>	<u>1,581,281</u>	<u>1,545,991</u>

**Note No. 7**  
**Short Term Borrowings**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>a. Secured</b>		
Working capital finance from banks	4,767,937	17,638,079
<b>TOTAL</b>	<u>4,767,937</u>	<u>17,638,079</u>
Working capital finance are from State Bank of India which is secured by Hypothecation of inventories, book debts, machinery and equitable mortgage of Land & Building and further secured by personal guarantee of one of the Directors.		
Period of default: N.A		
Amount: Nil		

**Note No. 8**  
**Other Current Liabilities**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Current maturities of long-term debt	7,734,000	20,778,000
Interest accrued but not due on borrowings	261,693	575,945
Advances from customers	3,368,662	2,560,963
Statutory liabilities	1,918,987	1,669,338
Gratuity premium payable	204,749	300,626
Unclaimed Dividends	331,254	228,902
Other liabilities	11,621,243	8,187,867
<b>TOTAL</b>	<u>25,440,588</u>	<u>34,301,641</u>

**Note No. 9**  
**Short Term Provisions**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Provision for bonus	6,234,223	4,690,686
Provision for leave encashment	481,459	365,447
Proposed dividend	5,952,000	5,952,000
Corporate dividend tax	1,712,074	1,211,687
<b>TOTAL</b>	<u>14,379,756</u>	<u>12,219,820</u>

**Note No. 10**  
**Fixed Assets**  
**(Amount in Rupees)**

PARTICULARS	GROSS BLOCK		ACCUMULATED DEPRECIATION				NET BLOCK			
	As on 1.4.2015	Additions during the Year	Sales or Adjustments	As on 31.3.2016	As on 1.4.2015	For the Year	On Deductions/ Adjustments	Up to 31.3.2016	As at 31.3.2015	As at 31.3.2016
<b>Tangible Assets:</b>										
FREEHOLD LAND	17,244,623	-	-	17,244,623	-	-	-	-	-	17,244,623
BUILDINGS	66,957,930	810,311	-	67,768,241	17,166,875	2,176,154	-	19,343,029	49,791,055	48,425,212
PLANT & MACHINERY	305,768,306	36,371,272	-	342,129,578	193,450,813	25,784,097	-	219,234,910	112,307,493	122,894,668
VEHICLES	11,537,793	-	-	11,537,793	4,255,743	1,167,822	-	5,423,565	7,282,050	6,114,228
FURNITURE & FIXTURES	3,442,467	103,246	-	3,545,713	1,484,557	271,056	-	1,755,613	1,957,910	1,790,100
OFFICE EQUIPMENT	17,060,702	2,277,773	-	19,338,475	9,575,844	4,174,400	-	13,750,244	7,484,858	5,588,231
TOTAL	422,001,821	39,562,602	-	461,564,423	225,933,832	33,573,529	-	259,507,361	196,067,989	202,057,062
Capital Work in Progress	3,736,080	4,049,239	4,107,234	3,678,085	-	-	-	-	3,736,080	3,678,085
TOTAL	425,737,901	43,611,841	4,107,234	465,242,508	225,933,832	33,573,529	-	259,507,361	199,804,069	205,735,147
PREVIOUS YEAR	404,768,139	28,876,202	7,906,440	425,737,901	192,686,176	32,089,318	(1,158,338)	225,933,832	199,804,069	199,804,069

**Note No. 11**

**Non-current investments**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>a. Unquoted; at cost:</b>		
11,000 equity shares of Tamboli Chemico (India) Pvt. Ltd. of Rs. 10/- each	110,000	110,000
<b>TOTAL</b>	110,000	110,000

**Note No. 12**

**Long-term Loans and Advances**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Unsecured (considered good)</b>		
Capital advances	1,079,336	3,312,778
Security deposits	972,150	660,850
Loans to staff (including officers of the company 130,000; previous year 290,000)	130,000	290,000
Loans to ancillary units	1,454,927	1,805,626
Other loans and advances	1,890,000	1,890,000
<b>TOTAL</b>	5,526,413	7,959,254

**Note No. 13**

**Inventories**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
(Value at the lower of cost or net realisable value)		
Raw materials	6,698,752	4,607,462
Work-in-progress	23,932,742	42,150,249
Finished goods	33,727,256	17,581,305
Stores & spares	30,070,453	32,600,547
<b>TOTAL</b>	94,429,203	96,939,563

**Note No. 14**

**Trade Receivables**

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Unsecured (considered good)</b>		
Over six months	1,824,321	5,298,421
Others	88,024,658	94,875,035
<b>TOTAL</b>	89,848,979	100,173,456
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	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>I. Cash and Cash Equivalents</b>		
a. Balances with Banks		
Current accounts	3,575,225	27,354,158
Short term deposits	77,000,000	5,000,000
Cheques on hand	-	-
	<u>80,575,225</u>	<u>32,354,158</u>
b. Cash on hand	868,470	551,773
	<u>81,443,695</u>	<u>32,905,931</u>
<b>II. Other Bank Balances</b>		
Dividend accounts	331,254	228,902
Margin money accounts	-	-
Terms deposits with more than 12 months maturity	27,049,037	9,629,800
Other terms deposits	18,000,000	29,200,000
	<u>45,380,291</u>	<u>39,058,702</u>
<b>TOTAL</b>	<u><u>126,823,986</u></u>	<u><u>71,964,633</u></u>
(Under lien with bank against Bank Guarantees current year Rs. 3,049,039; previous year 629,800)		

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

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
<b>Unsecured (considered good)</b>		
Trade advances to suppliers (Including to companies or firms in which some of the directors are interested Rs. Nil)	5,286,664	2,977,110
Loans and advances to staff (Including officers of the company Rs. 8,000; previous year Rs. Nil)	86,502	769,773
Input credits receivable	65,946,931	65,614,772
Interest receivables	2,229,327	1,832,278
Prepaid expenses	2,385,358	2,608,083
Loans to ancillary units	183,288	47,335
Advance payment of taxes (net of provisions)	6,043,630	7,931,841
Other loans and advances	129,240	2,890,372
<b>TOTAL</b>	<u><u>82,290,940</u></u>	<u><u>84,671,564</u></u>

**Note No. 17**  
**Revenue from Operations**

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
<b>Sale of Products</b>				
Export sales	546,366,142		481,273,181	
Domestic sales	<u>42,712,991</u>	589,079,133	<u>34,866,389</u>	516,139,570
<b>Other Operating Revenue</b>				
Foreign currency fluctuation gain/(loss)	11,458,179		3,393,069	
Export incentive income	6,710,103		-	
Other operational income	<u>5,061,826</u>	23,230,108	<u>4,980,866</u>	8,373,935
<b>TOTAL</b>		<u>612,309,241</u>		<u>524,513,505</u>

**Note No. 18**  
**Other Income**

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
Miscellaneous income		348,062		78,874
<b>TOTAL</b>		<u>348,062</u>		<u>78,874</u>

**Note No. 19**  
**Cost of Materials Consumed**

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
<b>Raw Materials Consumed</b>				
Opening stock	4,607,462		5,975,826	
Purchase and direct expenses	<u>84,431,618</u>		<u>91,478,913</u>	
	89,039,080		97,454,739	
Closing stock	<u>6,698,752</u>	82,340,328	<u>4,607,462</u>	92,847,277
<b>TOTAL</b>		<u>82,340,328</u>		<u>92,847,277</u>

**Note No. 20**  
**Change in Inventories**

Particulars	2015-2016 (Rs.)		2014-2015 (Rs.)	
<b>Opening Stock</b>				
Finished Goods	17,581,305		22,233,353	
Work-in-progress	<u>42,150,249</u>	59,731,554	<u>21,718,298</u>	43,951,651
<b>Closing Stock</b>				
Finished Goods	33,727,256		17,581,305	
Work-in-progress	<u>23,932,742</u>	57,659,998	<u>42,150,249</u>	59,731,554
<b>TOTAL</b>		<u>2,071,556</u>		<u>(15,779,903)</u>

**Note No. 21**

**Employee Benefit Expenses**

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
Salaries, wages, allowances and bonus	70,572,062	55,995,201
Contribution to employee benefit funds	7,087,476	6,571,950
Staff welfare expenses	2,745,491	1,558,508
<b>TOTAL</b>	<b>80,405,029</b>	<b>64,125,659</b>
Includes Director's remuneration	10,601,253	6,883,895

**Note No. 22**

**Finance Costs**

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
<b>Interest</b>		
Working capital finance	473,874	820,377
Term loans	4,762,800	8,841,891
Income Tax	303,448	13,799
Others	291,408	332,697
Other borrowing costs	-	947,300
<b>TOTAL</b>	<b>5,831,530</b>	<b>10,956,064</b>

**Note No. 23**

**Other Expenses**

Particulars	2015-2016 (Rs.)	2014-2015 (Rs.)
<b>Manufacturing Expenses:</b>		
Power & fuel	62,228,446	58,160,325
Machinery repairs and maintenance	2,274,880	4,753,681
Fettling and other external processing expenses	47,690,321	37,924,831
Stores & spares	121,791,616	102,109,193
Other expenses	18,810,655	15,444,911
	252,795,918	218,392,942
<b>Selling and Distribution Expenses:</b>		
Sales promotion expenses	3,822,982	2,962,426
Export freight & insurance	2,195,497	2,306,988
Other selling expenses	733,847	1,236,295
	6,752,326	6,505,709
<b>Administrative and Other Expenses:</b>		
Travelling expenses	7,975,261	8,479,940
Rates & taxes	157,440	76,240
Advertisement expenses	167,446	419,334
Insurance premiums	560,838	634,650
Building and other repairs	4,294,897	15,917,193
Directors' sitting fees	402,500	442,500
Legal and professional fees	8,497,812	7,414,392
Payments to auditors	411,138	279,427
Bank discount, commission and other charges	3,114,864	2,167,389
Bad debts written off	1,020,275	-
Donations	191,000	81,000
Corporate Social Responsibility Expenses	1,280,000	-
Prior Period adjustments (Net)	132,808	-
General expenses	12,092,892	10,162,523
	40,299,171	46,074,588
<b>TOTAL</b>	<b>299,847,415</b>	<b>270,973,239</b>

**Note No. 24.****24.1 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:

- 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 2016.
- 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.

**24.2 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. 25****Principles of Consolidation:**

- 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"
- 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. 26**

Name of the Entity	Net Assets		Share in Profit	
	As % of consolidated net assets	Amount Rs. In Lacs	As % of consolidated net profit	Amount Rs. In Lacs
<b>Parent Company:</b>				
Tamboli Capital Limited	24.38	1238.84	13.94	94.41
Wholly-owned Subsidiary Company				
Tamboli Castings Limited	79.67	4047.47	94.62	640.94
Eliminations	(4.05)	(205.90)	(8.56)	(58.01)
Total	100.00	5080.41	100.00	677.34

**Note No. 27**

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. 28**

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. 29**

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

**Note No. 30**

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 issued by the Institute of Chartered Accountants of India. 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. 31**

Deferred tax assets of Rs. 635,450 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 Rs. 1,375,800 are as under:

Particulars	Rs.
Depreciation	2,101,542
Disallowance u/s 43B of the Income Tax Act	(725,742)
Total	1,375,800

**Note No. 32**

**Contingent Liabilities:**

- (i) Guarantees given by the bank and counter guaranteed by the company : Rs. 6,556,458 (Rs. 6,018,357)
- (ii) Disputed Income Tax liabilities is Rs. 9,082,314 (Rs. 9,082,314)
- (iii) In respect of pending C Forms Rs. 412,033 (Rs. 284,841)
- (iv) Disputed excise duty liability Rs. 1,074,797 (Nil)

**Note No. 33**

**Related Party Disclosures:**

**33.1 Associates:**

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

**33.2 Key Managerial Personnel:**

- a) Mr. Bipin F. Tamboli, b) Mr. P.A. Subramanian, c) Mr. Mehul B. Tamboli, 4) Mr. Vaibhav B. Tamboli, 5) Mr. V.H. Pathak, 6) Ms. P.D. Jasani

Nature of Transactions		2015-2016 Amount, Rs.	2014-2015 Amount, Rs.
1.	Purchase of Materials and Services	4,107,232	3,816,490
2.	Outstanding balance: Trade Payables	55,519	64,870
Key Management Personnel			
3.	Remuneration	11,187,003	6,883,895
4.	Director Sitting fees	74,000	129,500
5.	Outstanding balance: Other Current Liabilities	3,660,000	-

**Note No. 34**

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. 35**

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

Signatures to Notes No. 1 to 35

As per our Report of even date

**For SANGHAVI & COMPANY**

Chartered Accountants

**MANOJ GANATRA**

Partner

Bhavnagar

Dated: May 13, 2016

FOR AND ON BEHALF OF THE BOARD

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

**B. B. Tamboli** DIN: 00083392

DIRECTORS

V.H. Pathak - CFO PAN: AOKPP8295E

P.D. Jasani - CS PAN: ASJPJ1047M

Bhavnagar

Dated: May 13, 2016

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**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, 2nd 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 8<sup>th</sup> Annual general meeting of the company, to be held on Friday the First day of July, 2016 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, 2016.		
2.	Declaration of Final Dividend on Equity Shares for the financial year 2015-16.		
3.	Re-appointment of Mrs. Bharati B. Tamboli as Director of the Company		
4.	To ratify the appointment of the Auditors for the financial year 2016-17.		
5.	Appointment of Dr. Abhinandan K. Jain as Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

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

Affix  
1 Rupee  
Revenue  
Stamp

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.

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# TAMBOLI CAPITAL LIMITED

CIN: L65993GJ2008PLC053613

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 8<sup>th</sup> Annual General Meeting of the Company at Hotel Nilambag Palace, Bhavnagar at 1630 hours on Friday, July 01, 2016

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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**Book-Post**

**To**

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

