

TAMBOLI CAPITAL LTD

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

TELEPHONE : (91) (278) 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolical.com
WEBSITE : www.tambolical.com

CIN : L65993GJ2008PLC053613

Declaration of voting result (E-voting & Poll)

Date of Annual General Meeting	July 1, 2016
Total number of shareholders on record date	3155
No. of shareholders present in the meeting either in person or through proxy:	25
Promoters and Promoter Group	8
Public	17
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NIL
Public	NIL

The Company has provided e-voting facility to shareholders to enable them to cast their votes electronically on the resolutions (Ordinary/Special) proposed in the notice dated 13.5.2016 for 8th Annual General Meeting held on July 1, 2016. The e-voting period commenced on June 27, 2016 (10.00 AM) and ended on June 30, 2016 (5.00 PM).

The Company has also provided an option to shareholders who were present at the AGM and who had not tendered their votes by e-voting to tender their votes in ballot papers given to them.

Mr. Ashish Shah, Practicing company secretary was appointed as the Scrutinizer to scrutinize the e-voting process and to conduct poll process. The Scrutinizer has carried out the scrutiny of all poll papers received and votes cast by means of electronic voting till 5.00 PM on June 30, 2016 and has submitted his report on July 2, 2016. The report of scrutinizer is attached herewith (E-voting, Poll voting and consolidated)

Based on the consolidated report of scrutinizer the result on resolutions of 8th Annual General Meeting of the Company is as under:



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Item No.	Detail of the Agenda	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
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.	Ordinary	5133910	100%	0	0
2	To declare dividend for the Financial Year 2015-2016.	Ordinary	5133910	100%	0	0
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.	Ordinary	5133910	100%	0	0
4	To ratify appointment of Auditors for the financial year 2016-17 and to fix their remuneration.	Ordinary	5133910	100%	0	0



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Item No.	Detail of the Agenda	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
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Special Business

5	<p>Appointment of Dr. Abhinandan K. Jain (DIN: 00351280) as an Independent Director of the Company.</p> <p>To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:</p> <p>"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."</p>	Ordinary	5133910	100%	0	0
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Based on the report of Scrutinizer, the resolutions as aforesaid as set out in the notice of 8th Annual General Meeting of the Company dated 13.05.2016 have been passed as Ordinary resolution(s)

For TAMBOLI CAPITAL LTD



(P.A. Subramanian)
AUTHORISED SIGNATORY

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Tamboli Capital Limited
Mahavir Palace,
8-A, Kalubha Road,
Bhavnagar - 364 001

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

1. I, **Ashish Shah, Practicing Company Secretary**, appointed by the Board of Directors of Tamboli Capital Limited, ("the Company") as Scrutinizer for the purpose of conducting the remote E-voting process on the below mentioned resolution(s), passed at the Annual General Meeting of the Equity Shareholders of the Company held on Friday, 1st July, 2016 at Hotel Nilambag Palace, Bhavnagar at 16:30 hours
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process restricted to make an Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.



- ii. The Members of the Company as on the "Cut Off" date i.e. 25th June, 2016 were entitled to vote on the resolutions (Items Number 1 to 5 as set out in Notice of AGM of the Company).
- iii. The voting period for E-voting commenced on Monday, 27th June, 2016 (10.00 a.m.) to Thursday, 30th June, 2016 (05.00 p.m.) and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, Mr. Mrugesh Pandya and Mr. Hitesh Makavana who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Mrugesh Pandya

Mr. Mrugesh Pandya

H. R. Makavana

Mr. Hitesh Makavana

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1- Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit & Loss for the year ended on March 31, 2016, Cash Flow Statement and the Director's and Auditor's Report and Secretarial Audit Report thereon.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	5121472	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil



Item No. 2- Ordinary Resolution

To declare dividend for the Financial Year 2015-16.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	5121472	100

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 3- Ordinary Resolution

To appoint Mrs. Bharti B. Tamboli (DIN: 00083392), who retires by rotation and being eligible to offer herself for reappointment.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	5121472	100

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil



(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 4- Ordinary Resolution

To ratify the appointment of the Auditors for the financial year 2016-17 and to fix their remuneration.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	5121472	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 5- Ordinary Resolution

Appointment of Dr. Abhinandan K. Jain (DIN: 00351280) as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	5121472	100



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Thanking you,

Yours faithfully,

Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

FCS: 5974; COP: 4178



Date: 02/07/2016

Place: Ahmedabad

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Tamboli Capital Limited
Mahavir Palace,
8-A, Kalubha Road,
Bhavnagar – 364 001

The 8th Annual General Meeting of the Members of Tamboli Capital Limited (the Company) held on Friday, 1st July, 2016 at Hotel Nilambag Palace, Bhavnagar at 16:30 hours.

Dear Sir,

I, Ashish Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 8th Annual General Meeting of the Equity Shareholders of Tamboli Capital Limited held on Friday, 1st July, 2016 at Hotel Nilambag Palace, Bhavnagar at 16:30 hours submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company.
3. The result of the poll is as under:

Item No. 1-Ordinary Resolution

To consider and adopt the Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the period ending on that date, Cash Flow Statement and the report of the Board of Directors and Auditors and Secretarial Audit Report.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
11	12438	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares) ^a
NIL	NIL



Item No. 2- Ordinary Resolution

To declare dividend for the Financial Year 2015-16.

(I)Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
11	12438	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 3- Ordinary Resolution

To appoint Mrs. Bharti B. Tamboli (DIN: 00083392), who retires by rotation and being eligible to offer herself for reappointment.

(I)Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
11	12438	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 4- Ordinary Resolution

To ratify the appointment of the Auditors for the financial year 2016-17 and to fix their remuneration.

(I)Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
11	12438	100%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 5- Ordinary Resolution

Appointment of Dr. Abhinandan K. Jain (DIN: 00351280) as an Independent Director of the Company.

(I)Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
11	12438	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

- A list of Equity Shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,

Yours faithfully,

Scrutinizer

Name: Ashish Shah
Practicing Company Secretary
FCS: 5974; COP: 4178



Date: 02/07/2016

Place: Ahmedabad

SCRUTINIZER'S REPORT

To,
The Chairman
Tamboli Capital Limited
Mahavir Palace,
8-A, Kalubha Road,
Bhavnagar – 364 002

Dear Sir,

Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 8th Annual General Meeting of M/s. Tamboli Capital Limited held on Friday, the 1st day of July, 2016 at 16:30 p.m. at Hotel Nilambag Palace, Bhavnagar.

I, Ashish Shah, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Tamboli Capital Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 8th Annual General Meeting (AGM) of the members of the Company, held on Friday, the 1st day of July, 2016 at 16.30 p.m. at Hotel Nilambag Palace, Bhavnagar.

The Notice dated 13th May, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 8th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository System Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

E-Voting:

- (i) The e-voting period remained open from Monday, 27th June, 2016 (10.00 a.m.) to Thursday, 30th June, 2016 (05.00 p.m.).



- (ii) The members of the Company as on the "cut-off" date i.e. 25th June, 2016 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 8th Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Item No. 1- Ordinary Resolution

To consider and adopt the Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the period ending on that date, Cash Flow Statement and the report of the Board of Directors and Auditors and Secretarial Audit Report.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	12	12	5121472	100	Nil	Nil	Nil
Poll at the AGM	11	11	12438	100	Nil	Nil	Nil
Total	23	23	5133910	100	Nil	Nil	Nil

Item No. 2- Ordinary Resolution

To declare dividend for the Financial Year 2015-16.



Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	12	12	5121472	100	Nil	Nil	Nil
Poll at the AGM	11	11	12438	100	Nil	Nil	Nil
Total	23	23	5133910	100	Nil	Nil	Nil

Item No. 3- Ordinary Resolution

To appoint Mrs. Bharti B. Tamboli (DIN: 00083392), who retires by rotation and being eligible to offer herself for reappointment.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	12	12	5121472	100	Nil	Nil	Nil
Poll at the AGM	11	11	12438	100	Nil	Nil	Nil
Total	23	23	5133910	100	Nil	Nil	Nil

Item No. 4- Ordinary Resolution

To ratify the appointment of the Auditors for the financial year 2016-17 and to fix their remuneration.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	12	12	5121472	100	Nil	Nil	Nil
Poll at the AGM	11	11	12438	100	Nil	Nil	Nil
Total	23	23	5133910	100	Nil	Nil	Nil



Item No. 5- Ordinary Resolution

Appointment of Dr. Abhinandan K. Jain (DIN: 00351280) as an Independent Director of the Company.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	12	12	5121472	100	Nil	Nil	Nil
Poll at the AGM	11	11	12438	100	Nil	Nil	Nil
Total	23	23	5133910	100	Nil	Nil	Nil

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you,
Yours faithfully,


Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

FCS: 5974; COP: 4178



Date: 02/07/2016

Place: Ahmedabad