

TAMBOLI CAPITAL LTD.

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

TELEPHONE : (91) 886 654 1222

(91) (278) 252 0065

FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolicapital.in

WEBSITE : www.tambolicapital.in

CIN : L65993GJ2008PLC053613

E-filing through BSE Listing Centre

AC/1225/IX

March 25, 2019

The GENERAL MANAGER
CORPORATE RELATIONSHIP DEPARTMENT
BSE Limited
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street, Fort
Mumbai 400 001

Dear Sir,

Sub: Submission of E-Voting Results and Scrutinizer report for EGM held on March 23, 2019 in compliance Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

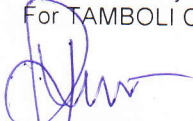
Ref: Scrip Code No. 533170.

With reference to the above, please find enclosed:

1. E-voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for 1/2018-19 EGM of the Company held on March 23, 2019.
2. The meeting was started at 4.30 PM and concluded at 4.50 PM.
3. Scrutinizer report of Ashish Shah & Associates, Practicing Company Secretaries (Membership No. F 5974) on e-voting conducted pursuant to section 108 of the Companies Act, 2013 read with Rule 20 (3) (ix) of Companies (Management and Administration) Rules 2014 dated March 25, 2019.

Please take the above document on record.

Thanking you
Yours faithfully
For TAMBOLI CAPITAL LTD



(Vipul H. Pathak)
CHIEF FINANCIAL OFFICER

Encl: As above

TAMBOLI CAPITAL LTD.

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

TELEPHONE : (91) 886 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolicapital.in
WEBSITE : www.tambolicapital.in
CIN : L65993GJ2008PLC053613

Declaration of voting result (E-voting & Poll)

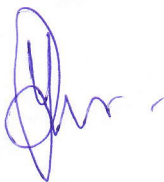
Date of Extra Ordinary General Meeting	March 23, 2019
Total number of shareholders on record date	3163
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	4
Public	33
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged, hence NIL
Promoters and Promoter Group	Not Arranged, hence NIL
Public	Not Arranged, hence 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 February 20, 2019 for 1/2018-19 Extra Ordinary General Meeting held on March 13, 2019. The e-voting period commenced on Tuesday March 19, 2019 (9.00 AM) and ended on March 22, 2019 (5.00 PM).

The Company has also provided an option to shareholders who were present at the EGM 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 (Membership No. F 5974) 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 March 22, 2019 and has submitted his report on March 25, 2019. The Consolidated report of scrutinizer is attached herewith.

Based on the consolidated report of scrutinizer the result on resolutions of 1/2018-19 Extra Ordinary General Meeting of the Company is as under:



TAMBOLI CAPITAL LTD.

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

TELEPHONE : (91) 886 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolicapital.in
WEBSITE : www.tambolicapital.in
CIN : L65993GJ2008PLC053613

2.

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
----------	----------------------	--------------------	------------------------	----------------------	----------------------	--------------------

Special Business

1	<p>Approval for insertion of New Object Clause in the Memorandum of Association of the Company.</p> <p>To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to alter the Clause III (A) i.e. main object clause of Memorandum of Association of the Company by way of inserting new object clause no. 2 after clause no. 1 as mentioned herein below:</p> <p>No.2 To carry on the business of manufacturers, service provider, stockists, traders, retailers, processors, makers, converters, goldsmiths, silversmiths, jewelers, gem merchants, and material makers, dealers, consignors, consignees, stockists, agents, importers and exporters, to enter into strategic, technical, manufacturing and/or marketing tie up for dealing in gift articles, luxury gift articles, bullion, silver, gold, platinum, diamond, pearls and other precious stones, jewels, other precious and semi-precious stones, steel, copper, brass, plastics, other metals, and other materials, ornaments, jewelery, and all types of articles, art pieces of value made partly or fully out of above mentioned materials, by all types of related manufacturing process including electroforming, casting, electroplating, hand work, metal injection moulding, powder metallurgy, machining, or by other conventional method or otherwise as the company may consider capable of being conveniently dealt with in relation to the said business on its own or on job work basis or otherwise and to establish factories, show-rooms, strong rooms, agencies and internet/e-commerce platforms for the above business and to create, acquire or share brand(s) and all such other related activities for the above stated object.</p>	Special	4866621	100%	Nil	Nil
---	--	---------	---------	------	-----	-----

TAMBOLI CAPITAL LTD.

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

TELEPHONE : (91) 886 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

E-MAIL : direct1@tambolicapital.in
WEBSITE : www.tambolicapital.in
CIN : L65993GJ2008PLC053613

..3.

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
	RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to carry out and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution including making necessary alterations in the MOA of the Company and filing the required forms, etc. in this regards."					
2	Adoption of new set of Articles of Association of the Company. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: " RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the draft regulations contained in the Articles of Association submitted to this meeting be and the same are hereby received, considered and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."	Special	4866621	100%	Nil	Nil



TAMBOLI CAPITAL LTD.

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

TELEPHONE : (91) 886 654 1222
(91) (278) 252 0065
FAX : (91) (278) 252 0064

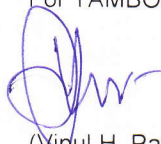
E-MAIL : direct1@tambolicapital.in
WEBSITE : www.tambolicapital.in
CIN : L65993GJ2008PLC053613

4.

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
3	<p>Approval to enter into Related Party Transactions.</p> <p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement), 2015 (including statutory modification(s) or re- enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and on arm's length basis with related parties within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."</p>	Ordinary	403757	100%	Nil	Nil

Based on Scrutinizers report, the resolutions as aforesaid as set out in the notice of 1/2018-19 Extra Ordinary General Meeting of the Company dated March 23, 2019 have been passed as Special/Ordinary resolution(s) with requisite majority.

For TAMBOLI CAPITAL LTD



(Vipul H. Pathak)
CHIEF FINANCIAL OFFICER

SCRUTINIZER'S REPORT

To,
The Chairman
Tamboli Capital Limited
Regd. Office: Mahavir Palace,
8/ A, Kalubha Road,
Bhavnagar-364002

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 and Poll at the Extra Ordinary General Meeting ("EGM") venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the EGM of M/s. Tamboli Capital Limited held on Saturday, the 23rd day of March, 2019 at 16:30 hours at The 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 Extra Ordinary General Meeting ("EGM") venue and ascertaining the requisite majority, on the resolutions contained in the notice to the EGM of the members of the Company, held on Saturday, the 23rd day of March, 2019 at 16:30 hours at The Hotel Nilambag Palace, Bhavnagar.

The Notice dated 20th February, 2019 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 EGM 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 EGM 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 Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the EGM venue facility to the Shareholders present at the EGM 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 Tuesday, 19th March, 2019 (09.00 a.m.) to Friday, 22nd March, 2019 (05.00 p.m.).
- (ii) The members of the Company as on the "cut-off" date i.e. Saturday, 16th March, 2019 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the EGM 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 EGM 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.



COMPANY SECRETARY

Item No. 1- Special Resolution

Approval for insertion of New Object Clause in the Memorandum of Association 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	46,88,464	9	46,88,464	100	Nil	Nil	Nil
Poll at the EGM	1,78,157	25	1,78,157	100	Nil	Nil	Nil
Total	48,66,621	34	48,66,621	100	Nil	Nil	Nil

Item No. 2- Special Resolution

Adoption of new set of Articles of Association 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	46,88,464	9	46,88,464	100	Nil	Nil	Nil
Poll at the EGM	1,78,157	25	1,78,157	100	Nil	Nil	Nil
Total	48,66,621	34	48,66,621	100	Nil	Nil	Nil



Item No. 3-Ordinary Resolution

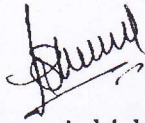
Approval to enter into related party transactions:

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	2,25,600	2	2,25,600	100	Nil	Nil	Nil
Poll at the EGM	1,78,157	25	1,78,157	100	Nil	Nil	Nil
Total	4,03,757	27	4,03,757	100	Nil	Nil	Nil

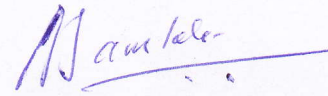
* In this resolution no. 3, in remote e-voting 7 members holding 44,62,864 equity shares were declared invalid.

Thanking you

Yours faithfully,



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



Countersigned by
Mr. Bipin F. Tamboli
Chairman of the Meeting
Tamboli Capital Limited



Date: 25.03.2019
Place: Ahmedabad