

# TAMBOLI CAPITAL LIMITED

CIN : L65993GJ2008PLC053613

Regd. Office : Mahavir Palace, 8/A, Kalubha Road, Bhavnagar 364 002.

## NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 1/2018-19 OF THE MEMBERS OF **TAMBOLI CAPITAL LIMITED** WILL BE HELD ON SATURDAY, THE 23<sup>RD</sup> DAY OF MARCH, 2019 AT THE HOTEL NILAMBAG PALACE, BHAVNAGAR AT 16:30 HOURS TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS :

1. **Approval for insertion of New Object Clause in the Memorandum of Association of the Company.**

To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“**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:

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.

**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.”

3. **Approval to enter into Related Party Transactions:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**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.



**TAMBOLI CAPITAL LIMITED**

**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."

Registered Office :  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated : February 20, 2019

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

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members are requested to notify the Company immediately the change, if any, in the address in full with the postal area, pin code number, quoting their folio numbers.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of business under Item Nos. 1 to 3 of the Notice are annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Extra Ordinary General Meeting.
4. The route map showing directions to reach the venue of Extra Ordinary General Meeting is annexed.
5. To ensure correct identity of the members for the smooth conduct of the Extra Ordinary General Meeting, each Member and Proxy Holder attending the meeting is requested to bring with him/her an appropriate photo ID document like an Aadhar Card, Driving License, Passport, and Voter ID Card.

**Notes for e voting:**

In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the remote e-voting facility for business as set out in the Notice. Please note that the voting through electronic means is optional for shareholders. The members, whose names appear in the Register of members/list of Beneficial Owners as on Saturday, 16<sup>th</sup> March, 2019 i.e. cutoff date are entitled to vote on the resolutions set forth in this Notice. The voting through electronic means will commence on Tuesday, 19<sup>th</sup> March, 2019 at 09.00 AM and end on Friday, 22<sup>nd</sup> March, 2019 at 05.00 PM. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above. The Company has appointed Mr. Ashish Shah, Practicing Company Secretary (Membership No. F 5974) and proprietor of M/s. Ashish Shah & Associates, Ahmedabad to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

**E-VOTING INSTRUCTIONS:**

- (i) The voting period begins on Tuesday, 19<sup>th</sup> March, 2019 at 09.00 AM and end on Friday, 22<sup>nd</sup> March, 2019 at 05.00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 16<sup>th</sup> March, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab to cast your votes.
- (iv) Now Enter your User ID.
  - a. For CDSL : 16 digits beneficiary ID.
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on SUBMIT Tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
- (xi) Click on the Electronic Voting Sequence No ("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 the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and the option NO implies that you dissent to the resolution
- (xiii) Click on the "RESOLUTION FILE LINK", if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by click on "Click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on forgot password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.

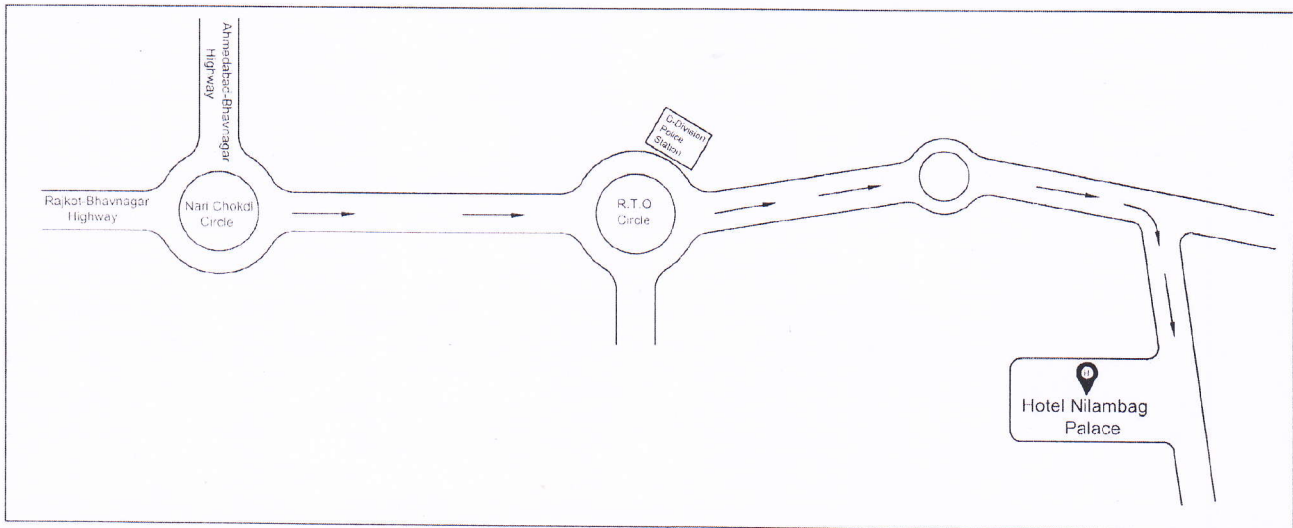
**TAMBOLI CAPITAL LIMITED**

- 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).

Registered Office :  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated : February 20, 2019

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

Route Map for EGM venue



**EGM Venue :**  
Hotel Nilambag Palace  
Nilambag  
Bhavnagar - 364 002 Gujarat India.



## EXPLANATORY STATEMENT

**Explanatory Statement pursuant to section 102 of the Company Act, 2013 relating to the special business set out in the accompanying notice.**

### Item No. 1

The Board of Directors of the Company has resolved in its meeting held on 20<sup>th</sup> February, 2019 to commence new business activities (as mentioned in resolution stated at Item No. 1 of the Notice). In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the proposed resolution.

The Board recommends the Special resolution set forth in the Item No. 1 of the Notice for approval of the Members.

### Item No.2

The extant Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the new Companies Act, 2013 ('the Act').

With the advent of the new Act, several provisions of the existing AoA of the Company require substantial alterations. In such a situation, it was considered expedient to substitute the existing AoA in its entirety by adopting a new set of Articles altogether.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders and would be available for inspection at the Registered Office of the Company during office hours.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, in this resolution.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for your approval.

### Item No 3:

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI LODR") also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee and Meeting of the Board of Directors held on 20<sup>th</sup> February, 2019 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches. The transactions under consideration, is proposed to be entered into by the Company with Tamboli Exim Limited is in the ordinary course of business and at arm length basis..

**TAMBOLI CAPITAL LIMITED**

Particulars of contract(s)/arrangement(s) with Tamboli Exim Limited are mentioned as under.

Sr. No.	Name of Related Party	Nature of Relationship	Estimated Amount	Nature of Transactions
1.	Tamboli Exim Limited	Mr. Vaibhav Tamboli and Mr. Bipin F. Tamboli Directors of the Company are also Directors and holds along with their relatives more than 2% shares in Tamboli Exim Limited.	Rs. 15,00,00,000 p.a.	To enter into transactions for purchase/sale/job work or any marketing tie up/agreements 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

None of the other Directors except Mr. Bipin F. Tamboi and Mr. Vaibhav B. Tamboli and their relatives are concerned or interested, financially or otherwise in the resolution set out in Item no. 3 however none of the key managerial personnel of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out in the item no. 3.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the Members.

Registered Office :  
Mahavir Palace, 8-A, Kalubha Road,  
Bhavnagar  
Gujarat 364 002  
Dated : February 20, 2019

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



# TAMBOLI CAPITAL LIMITED

CIN : L65993GJ2008PLC053613

Regd. Office : Mahavir Palace, 8/A, Kalubha Road, Bhavnagar 364 002.

## Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## 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 : \_\_\_\_\_ or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-Mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-Mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General meeting of the company, to be held on Saturday the 23rd day of March, 2019 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.

1. Approval for insertion of New Object Clause in the Memorandum of Association of the Company.
2. Adoption of new set of Articles of Association of the Company.
3. Approval to enter into Related Party Transactions.

Signed this ..... day of ..... 2019

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

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

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

# TAMBOLI CAPITAL LIMITED

CIN : L65993GJ2008PLC053613

Regd. Office : Mahavir Palace, 8/A, Kalubha Road, Bhavnagar 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 Extra Ordinary General Meeting of the Company at Hotel Nilambag Palace, Bhavnagar at 16.30 hours on Saturday 23rd day of March, 2019.

\_\_\_\_\_  
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 this notice to the meeting for reference.