

# TAMBOLI CAPITAL LTD

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GUJARAT, INDIA  
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CIN : L65993GJ2008PLC053613

## E-filing through BSE Listing Centre

AC/1225/IX

August 19, 2017

The GENERAL MANAGER  
CORPORATE RELATIONSHIP DEPARTMENT  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
P.J. Towers, Dalal Street, Fort  
Mumbai 400 001

Dear Sir,

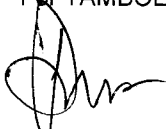
Sub: Updates on 9<sup>th</sup> AGM held on 08.08.2017

**Ref: Scrip Code No. 533170.**

With reference to the above, please find enclosed copy of Minutes of 9th Annual General meeting of members of the Company held on 08.08.2017.

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 LIMITED  
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MINUTES OF NINTH ANNUAL GENERAL MEETING OF MEMBERS HELD ON TUESDAY AUGUST 8, 2017 AT 1630 HOURS AT HOTEL NILAMBAG PALACE, BHAVNAGAR:

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1. Directors and Members present:
  - a) The following Directors were present at the meeting:
    1. Mr. Bipin F. Tamboli, Chairman
    2. Mrs. Bharati B. Tamboli
    3. Mr. Predeep H. Gohil
    4. Dr. Abhinandan K. Jain
    5. Mr. Vaibhav B. Tamboli
  - b) Others present:
    1. Mr. Ashish Shah, **Scrutinizer and Practicing Company Secretary**
    2. Mr. Vipul H. Pathak, **Chief Financial Officer**
    3. Ms. Priyanka D. Jasani, **Company Secretary & Compliance Officer**
    4. Mr. Manoj Ganatra, **Chartered Accountant & Statutory Auditors**
  - c) The Members as signed in the Attendance Register were present at the meeting.
2. Chairman: Chairman Shri B. F. Tamboli occupied the Chair.
3. Register of Directors' Shareholding: The Chairman informed the members present at the meeting that the Register Of Directors' Shareholding maintained u/s. 171(1) of the Companies Act, 2013 was available throughout the meeting for inspection.
4. Notice of Meeting and Directors' Report: With the consent of the members present, the Notice convening the meeting and Directors' Report, having been circulated in advance to the members, were taken as read.
5. Chairman's Speech: The Chairman in his speech welcomed the members and briefed them on Company's working during the Financial Year 2016-2017 and the expected performance of current financial year as well.
6. Annual Accounts, and Auditors' Report: The Balance Sheet and Profit & loss Account and Auditors Report, were taken as read with the consent of members present.
7. E-Voting and Poll proceedings: As per the provisions section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company has provided e-Voting facility to all members who are holding shares of the Company on cut-off date i.e. 29.07.2017 to cast their votes on resolutions as per notice of 9<sup>th</sup> AGM sent to members separately.

The Company established e-voting facility with Central Depository Services (India) Limited (CDSL) and e-voting opened for 4 days i.e. from 10.00AM on 04.08.2017 to 05.00 PM on 07.08.2017.

The Company appointed Mr. Ashish Shah, Practicing Company Secretary as Scrutinizer for e-Voting process and physical ballot voting.



In this AGM, Chairman informed the members that ballot paper for physical voting is available for the present members and proxies, this is for the members who have not cast their votes through e-voting facility and wishes to cast their vote on resolutions as per notice of 9th AGM sent to members separately.

The members and proxies present at the AGM casted their votes through ballot paper in locked ballot box under the custody of Scrutinizer. The Chairman requested Mr. Ashish Shah to collect the poll papers from ballot box and to submit their report after due verification of cast votes by polling and e-voting separately.

The Chairman further informed the members that the voting results of this 9th AGM along with scrutinizer report will be sent to Bombay Stock Exchange Ltd and also be uploaded on the Company website [www.tambolicapital.in](http://www.tambolicapital.in).

8. The chairman informed members for formal Closure of 9th Annual General Meeting and thanked members for participating in this meeting.

9. E-voting and poll results:

The Company has declared on 09.08.2016 the voting results on the basis of Scrutinizer report dated 09.08.2017 received from Mr. Ashish Shah for E-voting and ballot voting separately. The combined voting results on each resolutions of 9th AGM notice are as per the following:

**ORDINARY BUSINESS:**

- 9.1 **Resolution No. 1:** To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2017, 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.

**a) Voted in Favour of Resolution:**

E-Voting		Ballot Voting		Total No. of Votes (E-voting & Poll paper)	% of no. of valid votes casted
No. of Members	No. of votes cast (Shares)	No. of Members	No. of votes cast (Shares)		
9	4688484	11	13745	4702209	100%

**b) Voted against the Resolution: NIL**

**Result: Passed by requisite majority.**

- 9.2 **Resolution No. 2:** To declare dividend for the Financial Year 2016-2017.

**a) Voted in Favour of Resolution:**

E-Voting		Ballot Voting		Total No. of Votes (E-voting & Poll paper)	% of no. of valid votes casted
No. of Members	No. of votes cast (Shares)	No. of Members	No. of votes cast (Shares)		
9	4688484	11	13745	4702209	100%

**b) Voted against the Resolution: NIL**

**Result: Passed by requisite majority.**



- 9.3 **Resolution No. 3:** To appoint Mr. Bipin F. Tamboli, Director (DIN: 00145948), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**a) Voted in Favour of Resolution:**

E-Voting		Ballot Voting		Total No. of Votes (E-voting & Poll paper)	% of no. of valid votes casted
No. of Members	No. of votes cast (Shares)	No. of Members	No. of votes cast (Shares)		
9	4688484	11	13745	4702209	100%

**b) Voted against the Resolution: NIL**

**Result: Passed by requisite majority.**

- 9.4 **Resolution No. 4:** To appoint Auditors and to fix their remuneration and in this regard to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company be and is hereby given to appoint PARK & Company, (Firm Registration No 116825W) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in the year 2022, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax/GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

**a) Voted in Favour of Resolution:**

E-Voting		Ballot Voting		Total No. of Votes (E-voting & Poll paper)	% of no. of valid votes casted
No. of Members	No. of votes cast (Shares)	No. of Members	No. of votes cast (Shares)		
9	4688484	11	13745	4702209	100%

**b) Voted against the Resolution: NIL**

**Result: Passed by requisite majority.**

**SPECIAL BUSINESS:**

- 9.5 **Resolution No. 5:** Appointment of Mr. Vaibhav B. Tamboli (DIN: 00146081) as a 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 Mr. Vaibhav B. Tamboli (DIN: 00146081) was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2017 and who holds office upto the date of this Annual General Meeting of the Company under section 161(1) of the Companies Act, 2013 ("the Act") but who is eligible for appointment in respect of whom the Company has received notice in writing from a Member along with deposit under Section 160(1) of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

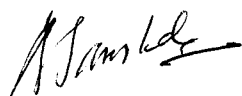
**a) Voted in Favour of Resolution:**

E-Voting		Ballot Voting		Total No. of Votes (E- voting & Poll paper)	% of no. of valid votes casted
No. of Members	No. of votes cast (Shares)	No. of Members	No. of votes cast (Shares)		
9	4688484	11	13745	4702209	100%

**b) Voted against the Resolution: NIL**

**Result: Passed by requisite majority.**

Meeting End Time: 1715 Hours



(Bipin F. Tamboli)  
CHAIRMAN

Place: Bhavnagar  
Date: 09.08.2017