

TAMBOLI CAPITAL LTD.

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CIN : L65993GJ2008PLC053613

E-filing through BSE Listing Centre

AC/1225/IX

August 05, 2022

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

Dear Sir,

Sub: Notice of 14th Annual General Meeting of the Company and Annual Report for the F.Y. 2021-2022.

Ref: Scrip Code: 533170.

Pursuant to regulation 30 and Regulation 34 and of Securities and Exchange Board of India, Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, we enclose herewith Notice of 14th AGM and Annual Report of the Company for the F.Y. 2021-2022.

The company has uploaded the same on its website <https://www.tambolicapital.in> which can be downloaded by using URL: https://tambolicapital.in/AnnualReport/Final_Annual_Report_2021-2022.pdf

The Company is sending Annual Report for the F.Y. 2021-2022 by today to members whose email addresses are registered with Company/Depository Participant(s)

We request you to kindly take the above information on record.

Thanking you,
Yours faithfully,
For TAMBOLI CAPITAL LTD



(Vipul H. Pathak)
DIRECTOR AND CFO

Encl: As above

**14TH ANNUAL REPORT
2021-2022**

TAMBOLI CAPITAL LIMITED

ABOUT US

Tamboli Capital Limited (TCAP) is listed on the Bombay Stock Exchange (BSE) since 2010 under scrip code 533170. TCAP is the holding Company of its Wholly Owned Subsidiary Company Tamboli Castings Limited (TCL). TCL is engaged in manufacturing of high precision fully machined investment castings. TCL delivers its products in the Pneumatics & Automation, Pumps, Valves & Turbo Parts, Aerospace and Automotive segments. Tamboli family is the pioneer who brought Investment Casting Technology into India in 1970s. In 2004 TCL was incorporated as 100% Export Oriented Unit (EOU) in Bhavnagar, Gujarat and Manufacturing commenced in 2006. This is the core business segment of TCAP, which contributes more than 95% in the revenue for the Company. The Company over the time has built a clientele consisting of the best brands across Europe, US and Asia. TCL has nurtured a very strong source of client centric work environment and Revenue segment from global clients.

TAMBOLI CAPITAL LIMITED
(TCAP)

BOARD OF DIRECTORS : Mr. Vaibhav B. Tamboli Chairman & Managing Director
Mrs. Neha R. Gada Director
Mr. Anand B. Shah Director
Mr. Suketu N. Shah Director
Mr. Vipul H. Pathak Whole Time Director & CFO

BANKERS : State Bank of India
Nilambaug Branch,
Bhavnagar, Gujarat

AUDITORS : P A R K & Company
Chartered Accountants
Bhavnagar

REGISTERED OFFICE : Mahavir Palace, 8-A
Kalubha Road,
Bhavnagar
Gujarat 364 002.
Telephone (91) 886 6541222
Fax (91) (278) 252 0064
E-Mail direct1@tambolicapital.in
Website www.tambolicapital.in

CIN : L65993GJ2008PLC053613

GST Registration No. : 24AACCT9151G1ZD

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 14TH ANNUAL GENERAL MEETING OF TAMBOLI CAPITAL LIMITED WILL BE HELD ON THURSDAY 8TH DAY OF SEPTEMBER, 2022 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the standalone financial statements and consolidated financial statements of the Company for the financial year ended on March 31, 2022, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend for the Financial Year 2021-2022.
3. To appoint a Director in place of Mr. Vaibhav B. Tamboli (DIN: 00146081), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
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 19th Annual General Meeting to be held in the year 2027, 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."

SPECIAL BUSINESS :

5. Appointment of Mr. Vaibhav Bipin Tamboli (DIN: 00146081) as Chairman and Managing 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 in accordance with the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V (including any amendment(s) thereto or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Articles of Association of the Company, and such sanction(s) as may be necessary under law and pursuant to provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015 and in pursuance to recommendation received from Audit Committee and Nomination and Remuneration Committee of the Company Mr. Vaibhav Bipin Tamboli (DIN: 00146081) be and is hereby appointed as Chairman and Managing Director of the Company for a period of five years effective from August 9, 2022 to August 8, 2027 not liable to retire by rotation from the date of re-appointment 9th August, 2022, without any remuneration upon such terms and conditions as specified herein below:

1. Period of Appointment : Five years effective from August 9, 2022
2. Nature of Duties : Overall Management of the Company subject to the direction and superintendence of the Board
3. Title : Chairman and Managing Director
4. Remuneration : Nil

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as 'the Board', which expression shall also included the Nomination and Remuneration Committee of the Board) has liberty and powers in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointments, subject to same is in compliance with the provisions of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar,
Gujarat 364002
Dated: May 07, 2022
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Notes:

1. 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.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 02/2022 dated May 5, 2022 ("MCA Circulars") all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participating through VC/OAVM is annexed herewith and available at the Company's website.
3. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members can raise questions in advance at direct1@tambolicapital.in.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Vaibhav B. Tamboli (DIN: 00146081), Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scan copy (PDF/JPG format) relevant Board Resolution/Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at its Registered e-mail address: ashish@ravics.com.
8. 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.
9. 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 02.09.2022 (Friday) to 07.09.2022 (Wednesday) (both days inclusive).
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. 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.
12. 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).
13. As per the provision of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to able to freely transfer them and participate in various corporate actions, if any.

14. Members desiring any information pursuant to any item on the Agenda are requested to write sufficiently early so as to reach the Company at least 7 days prior to the AGM, through e-mail on: direct1@tambolicapital.in. The same will be replied by the Company suitably.
15. Pursuant to Section 124 & 125 of the Companies Act, 2013 (Corresponding Section 205A(5) and 205C of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to unpaid dividend account, will be transferred to Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, the Company has transferred unpaid/unclaimed dividend upto F.Y. 2013-2014 to the IEPF fund during the year.

Following are the information related to financial year wise unpaid/unclaimed dividends

| Financial Year | Date of declaration of dividend | Last date of claiming unpaid dividend | Due date for transfer to IEPF fund |
|----------------|---------------------------------|---------------------------------------|------------------------------------|
| 2014-2015 | 12.08.2015 | 18.09.2022 | 17.10.2022 |
| 2015-2016 | 01.07.2016 | 14.08.2023 | 13.09.2023 |
| 2016-2017 | 08.08.2017 | 21.09.2024 | 20.10.2024 |
| 2017-2018 | 13.08.2018 | 26.09.2025 | 25.10.2025 |
| 2018-2019 | 08.08.2019 | 23.09.2026 | 22.10.2026 |
| 2019-2020 | 24.09.2020 | 07.11.2027 | 06.12.2027 |
| 2020-2021 | 20.09.2021 | 02.11.2028 | 01.12.2028 |

Adhering to the requirements of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the F.Y. 2021-2022, transferred shares in respect to which dividend remained unpaid/unclaimed for 7(seven) years to IEPF Authority. Details of shares transferred to IEPF authority are available on website of the Company. The same is also been uploaded on IEPF Authority website: www.iepf.gov.in.

The members, whose dividend and/or have been transferred to IEPF, may claim the same by making an application to IEPF Authority in Form IEPF-5, the form is available on the website www.iepf.gov.in. Members to send Form IEPF-5 to the Company in physical along with the requisite documents enumerated in the form. Members can file only one consolidated claim in a financial year as per the IEPF rules.

16. Dividend, if declared at the Annual General meeting, will be subject to deduction of tax at source and 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 Services (India) Ltd. (CDSL), as on the close of the day before start of Book Closure date from 02.09.2022 (Friday) to 07.09.2022 (Wednesday) both days inclusive.
17. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any electronic mode of payment approved by Reserve Bank of India for making payments to members. Accordingly, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payment is made through electronic mode, intimation regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through electronic mode, the same will be paid by warrants/demand drafts. 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.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates, for prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (TCAP) (in case of shares held in physical mode) and depositories (in case shares held in electronic mode)
A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction at source by email to: direct1@tambolicapital.in on or before 29.08.2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%
Non-resident shareholder can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Registry Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits be sending an e-mail to: direct1@tambolicapital.in. The aforesaid declarations and documents needs to be submitted by the shareholders on or before 29.08.2022.

19. 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.
20. Since the AGM will be held through VC/OVAM, the Route Map is not annexed in this notice.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.tambolicapital.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
22. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
23. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 10/2021 dated June 23, 2021 Circular No. 20/2021 dated December 8, 2021 and Circular No. 02/2022 dated May 5, 2022.
24. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Monday 05.09.2022 at 09.00 a.m. and ends on Wednesday 07.09.2022 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 01, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01.09.2022.

Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

The Company has appointed CS Ashish Shah, Practising Company Secretary (Membership No. FCS: 5974; CP No: 4178), to act as the Scrutinizer for conducting the remote e-voting process as well as the E-Voting on the date of the AGM, in a fair and transparent manner.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system at

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

The Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

- B Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

- 5 Password details for shareholders other than Individual shareholders are given below:
 - a If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf. file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a Click on "[Forgot User Details/Password](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b [Physical User Reset Password](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashish@ravics.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password](#)" or "[Physical User Reset Password](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to direct1@tambolicapital.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to direct1@tambolicapital.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. The Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
6. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at direct1@tambolicapital.in and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tambolicapital.in within three days of the passing of the Resolutions at the 13th Annual General Meeting of the Company.
9. **Contact details:**
Company : (91) 8866541222
e-voting Agency : 1800 1020 990

Registrar and Transfer Agent: 079-26580461
Scrutiniser : 079-26420336

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 07, 2022
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

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. 5

The Board has proposed the appointment of Mr. Vaibhav B. Tamboli as Chairman and Managing Director pursuant to sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V (including any amendment(s) thereto or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Articles of Association of the Company, and such sanction(s) as may be necessary under law and pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in pursuance to recommendation of Audit Committee, Nomination and Remuneration Committee, for a period of five years effective from August 9, 2022 to August 8, 2027 without any remuneration.

Vaibhav Tamboli graduated in Bachelors of Mechanical Engineering from Maharashtra Institute of Technology, University of Pune in the year 1997 and then completed his Masters in Business Administration (MBA) from University of Bridgeport, Connecticut, USA in the year 1999.

Vaibhav Tamboli started his career as a Foundry Engineer at Steelcast Limited in the year 1997. After his MBA, he worked for C. Melchers Consulting, Westport, Connecticut, USA as a Research Analyst. In the year 2000 he joined Investment & Precision Castings Limited (I&PCL) and was on Board of Directors of the Company till the year 2009 as an Executive Director. He is the founder Director of the Company at the time of Incorporation, he re-joined the Board on February 11, 2017 as an Additional Director and subsequently appointed as Director of the Company by the members in 9th AGM of the Company held on August 8, 2017 also he has rich and varied experience of many years, his key strengths are General Management, Finance, Strategy, Operations and Technology. He is a member of the globally renowned and prestigious Young Presidents Organisation (YPO) a global network of CEOs. Considering his expertise and experience his appointment would be beneficial to the Company.

He was not disqualified from being appointed as Director in terms of section 164 of the Companies Act. As on March 31, 2022 he holds 39,53,900 Equity Shares of face value of Rs. 10/- each in the Company.

None of the Directors, Key Managerial Personnel, or their relative, except Mr. Vaibhav Bipin Tamboli himself directly/indirectly concerned or interested in the aforesaid resolution.

The Board of Directors recommends the resolution as an ordinary resolution for your approval.

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 07, 2022
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

| | |
|---|--|
| Name of Director | Mr. Vaibhav B. Tamboli |
| DIN | 00146081 |
| Date of Birth | 22.10.1975 |
| Age of Director | 46 Years |
| Date of Appointment/ Re-appointment | 09.08.2017 |
| Qualification | B.E. (Mech.) & MBA (USA) |
| Experience | 21 Years |
| Profile of Director | Vaibhav Tamboli graduated in Bachelors of Mechanical Engineering from Maharashtra Institute of Technology, University of Pune in the year 1997 and then completed his Masters in Business Administration (MBA) from University of Bridgeport, Connecticut, USA in the year 1999. Vaibhav Tamboli started his career as a Foundry Engineer at Steelcast Limited in the year 1997. After his MBA, he worked for C. Melchers Consulting, Westport, Connecticut, USA as a Research Analyst. In the year 2000 he joined Investment & Precision Castings Limited (I&PCL) and was on Board of Directors of the Company till the year 2009 as an Executive Director. He is the founder Director of the Company at the time of Incorporation, he re-joined the Board on February 11, 2017 as an Additional Director and subsequently appointed as Director of the Company by the members in 9 th AGM of the Company held on August 8, 2017 also he has rich and varied experience of many years, his key strengths are General Management, Finance, Strategy, Operations and Technology. He is a member of the globally renowned and prestigious Young Presidents Organisation (YPO) a global network of CEOs. |
| Terms and Conditions of Appointment | Promoter Director, not liable to retire by rotation |
| Remuneration Paid | Nil |
| Designation | Chairman & Managing Director |
| Expertise in Specific Functional Areas | 1. General Management 2. Finance 3. Strategy 4. Operations 5. Technology |
| Disclosure of relationships between directors inter-se | - |
| Disclosure of relationship of Directors with Manager and KMP of the Company | - |
| Names of listed entities in which person holds Directorship and the membership of the committees of the Board | Nil |
| Name of other Companies in which he holds Directorship | 1. Tamboli Castings Limited 2. Mebhav Investment Private Limited 3. Tamboli Enterprise Limited 4. Tamboli Metaltech Private Limited 5. Tamboli Profiles Private Limited |
| Chairman / Member of the Committee(s) of the Board of the Company | Chairman - Risk Management Committee Member - Audit Committee Member - Stakeholders Relationship Committee |
| Chairman / Member of the Committees of the Board of other Company(ies) | Nil |
| Number of shares held in the Company | 39,53,900 |
| No. of Board Meetings attended during the year | 5 (Five) |
| Justification for appointment as Independent Director | N.A |

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar
Gujarat 364 002
Dated: May 07, 2022
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

DIRECTORS' REPORT: 2021-2022

To
 The Members

The Directors of **Tamboli Capital Limited** present their 14th Report with Audited financial statements of the Company for the year ended on March 31, 2022.

1. Financial Results :

| | <u>2021-2022</u> | | <u>2020-2021</u> | |
|--|------------------|------------|------------------|------------|
| | Consolidated | Standalone | Consolidated | Standalone |
| Revenue from operations | 8049.00 | 237.89 | 6689.99 | 239.38 |
| Profit before Interest, Depreciation and Tax | 2275.12 | 156.68 | 1620.74 | 108.28 |
| Finance Cost | 68.05 | 0.22 | 20.33 | 0.00 |
| Profit before Depreciation and Tax | 2207.07 | 156.46 | 1600.41 | 108.28 |
| Depreciation | 413.76 | 0.21 | 330.21 | 0.14 |
| Profit/(Loss) before Tax and Exceptional items | 1793.31 | 156.25 | 1270.20 | 108.14 |
| Tax Expense | 508.82 | 16.85 | 328.31 | 16.26 |
| Deferred Tax/(Credit) | (15.77) | (0.03) | 4.04 | - |
| Exceptional Items | - | - | - | - |
| Net Profit/(Loss) after Tax | 1300.26 | 139.43 | 937.85 | 91.88 |
| General Reserve | - | - | - | - |
| Balance carried forward | 1300.26 | 139.43 | 937.85 | 91.88 |

2. Operations:

Consolidated revenue from operations increased from ₹ 6689.99 Lacs to ₹ 8049.00 Lacs, an increase of 20.31 % and profit before tax increased from 1270.18 Lacs to Rs. 1793.30, an increase of 41.19 % over the previous year. Company has performed better and has clocked historically highest revenues and profitability numbers, this is a result of improvements in operational efficiency and increased throughput. The standalone revenue from operations is almost same as last year, however, profit before tax increased by 44.49 % over the previous year, this was due to receipt of higher dividend from subsidiary as compared to previous year.

3. Dividend:

The Directors are pleased to recommend a Dividend for the period ended March 31, 2022 @ ₹ 1.00 per share i.e. 10 % on 99,20,000 Equity shares for the financial year 2021-2022 amounting to ₹ 99.20 Lacs. (Previous year ₹ 89.28 Lacs) subject to approval of the members at this Annual General Meeting.

4. Change in financial reporting standards:

The Ministry of Corporate Affairs issued "The Companies (Indian Accounting Standards) Rules, 2015 and amendment thereto "The Companies (Indian Accounting Standards) Amendment Rules, 2016 as converged version of International Financial Reporting System (IFRS). Further "General instructions for preparation of Balance Sheet and Statements of Profit and Loss of a Company", for compliance and implementation of said rules are also notified by Govt. As per MCA notification, your company has prepared the financial statements for the year under reviewing as per the Indian accounting Standards (Ind AS) for your approval.

5. Reserves:

The Board of Directors of the Company has proposed not to transfer any amount to general reserves.

6. Deposits:

During the period under review Company has not accepted or renewed any deposits from the public.

7. Material Changes and Commitments affecting the financial position of the Company:

In terms of Section 134(3)(i) of the Companies Act, 2013, it is reported that, in this report, no material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company and date of this report.

8. Significant and material orders:

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

9. Details of Directors and Key Managerial Personnel:

As per the terms of appointment, Independent Director, Mr. Abhinandan K. Jain (DIN: 00351580) ceased to be a Director of the Company w.e.f. 03.11.2021. The Board of Directors placed on record the sincere appreciation for the valuable contributions of Mr. Abhinandan K. Jain during the tenure of his directorship with the Company.

Mr. Vipul H. Pathak (DIN: 09391337) was appointed as Additional Director and subsequently appointed as a Whole Time Director of the Company effective from 12.11.2021 based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of members in the ensuing General Meeting of the Company. His appointment was regularized and as a Whole-time Director confirmed by the members of the Company by passing ordinary resolutions through postal ballot on 18.06.2022.

Mr. Suketu Nareshbhai Shah (DIN: 07211283) was appointed as an Additional Independent Director w.e.f. 25.03.2022 based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of members in the ensuing General Meeting of the Company. His appointment was regularized and as an Independent Director confirmed by the members of the Company by passing a special resolution through postal ballot on 18.06.2022.

As per the terms of Appointment, terms of Mr. Vaibhav B. Tamboli (DIN: 00145948), Whole Time Director and CEO of the Company expiring on 08.08.2022, on recommendation of Audit Committee and Nomination and Remuneration Committee, Board of Directors of the Company has appointed Mr. Vaibhav B. Tamboli (DIN: 00145948) as Chairman and Managing Director of the Company for a period of 5 years from 09.08.2022 subject to approval of the members in the ensuing General Meeting of the Company. Accordingly, he is now proposed to be appointed as Chairman and Managing Director of the Company as per the terms of appointment mentioned in the notice of Annual General Meeting of the Company.

10. Declaration received from Independent Directors:

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the Independence stipulated in the aforesaid section.

11. Number of Meetings of the Board of Directors:

Five (5) board meetings were held during the period under review. Board meeting dates are (1) 28.06.2021, (2) 14.08.2021, (3) 12.11.2021, (4) 14.02.2022 and (5) 25.03.2022. Details of attendance of Directors at the Board Meetings during the financial year 2021-2022 and at the last Annual General Meeting held on 20.09.2021 are given below:

| Name | Position | Meetings held during the tenure of Directors | Meetings attended | Attendance at the last AGM held on 20.09.2021 |
|-------------------------------|--|--|-------------------|---|
| Mr. Vaibhav B. Tamboli | Chairman, CEO & Whole Time Director | 5 | 5 | Yes |
| Dr. Abhinandan K. Jain* | Non-Executive Independent Director | 2 | 2 | Yes |
| Mrs. Neha R. Gada | Non-Executive Independent Woman Director | 5 | 5 | Yes |
| Mr. Anand Bharatkumar Shah | Non-Executive Independent Director | 5 | 5 | Yes |
| Mr. Vipul Harshadrai Pathak** | Whole Time Director & CFO | 2 | 2 | NA |
| Mr. Suketu Nareshbhai Shah*** | Non-Executive Independent Director | NA | NA | NA |

* Cessation of term on 02.11.2021.

**Appointed on 12.11.2021.

***Appointed on 25.03.2022.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

12. Directors' Responsibility Statement:

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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 and loss of the company for that period;
- iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the directors had prepared the annual accounts on a going concern basis;

- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Annual evaluation by the Board of its own performance, its committees:

During the year, Nomination and Remuneration Committee has reviewed 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 and committee meetings, active participation in the meetings 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.

Based on the evaluation of Nomination and Remuneration Committee, the board is collectively of the opinion that the overall performance of the Board, committees thereof and the individual Directors are satisfactory and conducive to the growth and progress of the Company and meets the requirements.

14. Corporate Social Responsibility (CSR):

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

15. Internal Control Systems:

The Company has an adequate system of internal financial control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorised, recorded and reported correctly. 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.

16. Listing:

The Equity shares of the Company are listed on BSE Ltd. under Scrip Code: 533170.

17. Subsidiaries, Joint Ventures and Associate Companies:

The Company has one wholly owned subsidiary but does not have any associate company within the meaning of Section 2(6) of the Companies Act, 2013.

| Sr. No. | Name of entity | CIN/LLPIN |
|---------|--------------------------|-----------------------|
| 1 | Tamboli Castings Limited | U27320GJ2004PLC044926 |

The salient features of the financial statement of subsidiary company is given in form AOC-1, annexed herewith as “Annexure-I” and forms part of this report.

During the year under review, Subsidiary company, Tamboli Castings Limited has acquired 100% stake in Tamboli Metaltech Pvt. Ltd. (Formerly Tamboli Osborn Metaltech Pvt. Ltd) (CIN: U27109GJ2011PTC065284) and Tamboli Profiles Pvt. Ltd. (U27109GJ2011PTC067033), upon acquisition, these two companies became Wholly Owned Subsidiary of Tamboli Castings Limited and Tier 2 subsidiary of the Company.

18. Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on 31st March, 2022 is available on the Company's website at <https://tambolicapital.in/investors/2022/07/MGT-7-2022-07-28.pdf>.

19. Audit Committee:

The Company has formed an Audit Committee as required under the provisions of Section 177 of the Companies Act, 2013 and under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of Audit Committee comprised of following directors:

- | | |
|---------------------------|--|
| 1. Mrs. Neha R. Gada | Independent Director- Chairperson |
| 2. Mr. Anand B. Shah | Independent Director- Member |
| 3. Mr. Suketu N. Shah | Independent Director- Member |
| 4. Mr. Vaibhav B. Tamboli | Chairman, CEO & Whole Time Director – Member |
| 5. Mr. Vipul H. Pathak | Whole Time Director & CFO – Member |

The scope of audit committee is defined as under:

- i) To approve financial results 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.
- vii) To approve related party transactions and to recommend it to Board for their approval with or without modification.

20. Nomination and Remuneration Policy:

The Board of Directors of the Company has already constituted "Nomination and Remuneration Committee" consisting of three (3) members/directors and all members 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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All appointment(s) of Director(s), Whole-time Director(s), Key Managerial Person(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 Nomination and Remuneration Policy is attached with the report as **Annexure-II**.

21. Whistle Blower Policy:

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors, Employees and other Stakeholders of the Company to report concerns about illegal and unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy which is available on the Company's website www.tambolicapital.in.

22. Risk Management Policy:

During the year, the Management of the Company had evaluated the existing Risk Management Policy of the Company. The Risk Management policy has been reviewed and found adequate and sufficient to the requirement of the Company. The Management has evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

23. Code of conduct for Prevention of Insider Trading:

The Company has adopted amended "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" in View of SEBI (Prohibition of Insider Trading) [Amendment] Regulation, 2018 and subsequent amendment to SEBI (PIT) Regulation and inter alia defines policy to determine "Legitimate Purpose". The necessary preventive actions, including closure of trading window on any price sensitive events information are taken care. All covered person have given declarations affirming compliance with the said code. The detailed amended policy is uploaded on Company's website.

24. Particulars of loans, guarantees or Investments:

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

| Name of the Company | Balance outstanding as on 1.4.2021 | Transactions during the year 2021-2022 | | Balance outstanding as on 31.3.2022 |
|-----------------------------------|------------------------------------|--|--------------------|-------------------------------------|
| | | Paid | Repayment received | |
| Tamboli Castings Limited | - | 11,00,00,000 | - | 11,00,00,000 |
| Tamboli Chemico (India) Pvt. Ltd. | 9,00,000 | - | - | 9,00,000 |

(ii) The company has made investments as per the following details:

| Name of the Company | Balance outstanding as on 1.4.2021 | Transactions during the year 2021-2022 | | Balance outstanding as on 31.3.2022 |
|--|------------------------------------|--|-------|-------------------------------------|
| | | Purchase | Sales | |
| 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

25. Particulars of Contracts or Arrangements with Related Parties:

The particulars of every contract 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 III**.

26. 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: ₹. Nil
- (ii) Foreign Exchange Outgo: ₹ Nil

Note: Since the Company does not have any manufacturing operations during the year under review, details of Conservation of Energy, Technology Absorption are not applicable to the Company.

27. Corporate Governance:

As per amended provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of corporate governance are not applicable to listed Companies having paid up capital not exceeding ₹ 10 cr. and net worth not exceeding ₹ 25 cr. as on the last date of the previous year. Paid up capital and net worth of the Company not exceeding the prescribed limit in previous year, hence, provisions of Corporate Governance are not applicable to the Company.

28. Management Discussion and Analysis:

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is enclosed.

29. Managerial Remuneration:

- a) The Company does not have any Key Managerial Personnel or employee, receiving remuneration of ₹ 8,50,000/- per month or ₹ 1,02,00,000/- per annum and therefore no particulars are required to be furnished under 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 the Board and Committees.

30. 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:

- a. 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 the Board meeting and committee meeting and therefore ratio of the remuneration of each director to the median remuneration of employee is not provided.
- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year: As mentioned above, none of the Directors are receiving any remuneration from the Company. However, there is an increase of 20.21% in remuneration paid to CFO and CS during the year.
- c. The percentage increase in the median salaries of employees in the financial year: 1.09%.
- d. The number of permanent employees on the rolls of the Company: There are 3 (three) permanent employees on the roll of the Company.

- e. 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 2.50% to 3.00%.
- f. 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. However, statement containing the names of top ten employees will be made available on request sent to the Company on email ID: direct1@tambolicapital.in

31. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board on the recommendations of the Audit Committee, has appointed Mr. Ashish Shah, Practicing Company Secretary, to conduct the Secretarial Audit of the Company for the financial year ended 31st March, 2022. The Secretarial Audit Report issued by Mr. Ashish Shah, Practicing Company Secretary, in form MR-3 is enclosed and forms a part of this report.

Comment of Secretarial Audit Report:

There is no adverse comment in the Secretarial Auditors' report which requires any further explanation under Section 134 of the Companies Act, 2013. However, Secretarial Auditor made observation in his Secretarial Audit Report that Mr. Suketu Shah was not registered with Independent Director's Data Bank maintained by IICA at the time of his appointment as an Independent Director. With respect to above observation of Secretarial Auditor, your Directors submit that subsequently Mr. Suketu Shah has registered himself with Independent Director's Data Bank maintained by IICA.

32. Cash Flow Statement:

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the Stock Exchanges, the Cash Flow Statement is attached to the Balance Sheet.

33. Auditors:

As per the terms of appointment, P A R K & COMPANY, Chartered Accountants, the statutory auditors of the Company, hold office till the conclusion of the 14th Annual General Meeting of the Company. Pursuant to provisions of Section 139 of the Companies Act, 2013 read with rules framed thereunder, auditor of the Company is eligible to continue as Auditor of the Company and therefore, board has recommended the appointment of 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 19th Annual General Meeting to be held in the year 2027.

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

34. Maintenance of Cost Records as specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 and status of the same:

The provisions regarding maintenance of cost records as specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company.

35. Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee (ICC) has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place. During the year under review, there were no complaints pertaining to sexual harassment.

The policy on Sexual Harassment at Workplace is placed on the Company's website.

36. Details in Respect of Frauds Reported By Auditors Under Sub-Section (12) of Section 143 other Than Those Which are Reportable to The Central Government:

No frauds have been noticed or reported during the year under audit report which is reportable to the Central Government.

37. Compliance with Secretarial Standards:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

38. Acknowledgement:

The Directors wish to place on record and acknowledge their appreciation and gratitude for the continued co-operation and support received from the Central Government, the State Government of Gujarat, Regulatory Bodies, participating Financial Institutions/Banks and its Clients, employees and consultants. Your Directors further thank the fraternity of Members/Shareholders for their continued confidence reposed in the management of the Company

Registered Office:
Mahavir Palace, 8-A, Kalubha Road,
Bhavnagar,
Gujarat 364 002
Dated: May 07, 2022
Place: Bhavnagar

BY ORDER OF THE BOARD OF DIRECTORS
Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

Annexure – I

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 | : 31.03.2022 |
| 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 | : ₹ 290.00 Lacs |
| 6 | Other Equity | : ₹ 7815.95 Lacs |
| 7 | Total Assets | : ₹ 11499.55 Lacs |
| 8 | Total Liabilities | : ₹ 3393.60 Lacs |
| 9 | Investments | : ₹ 2506.26 Lacs |
| 10 | Turnover | : ₹ 8128.08 Lacs |
| 11 | Profit before Taxation | : ₹ 1831.14 Lacs |
| 12 | Provision for Taxation | : ₹ 470.21 Lacs |
| 13 | Profit after Taxation | : ₹ 1360.93 Lacs |
| 14 | Proposed dividend | : ₹ 191.40 Lacs |
| 15 | % of shareholding | : 100% |

Notes:

- Names of subsidiaries which are yet to commence operation : NIL
- Names of subsidiaries which have been liquidated or sold during the year : NIL

Part “B” Associates and Joint Ventures

The Company does not have any associates and joint ventures, hence informations in respect of associates and joint ventures are not provided.

Place: Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
Vaibhav B. Tamboli DIN: 00146081
Anand B. Shah DIN: 00509866
DIRECTOR

V.H. Pathak – CFO DIN: 09391337
Whole-time Director
P.D. Jasani – CS PAN: ASJPJ1047M
Mem. No. 39137

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 or Director,
 - 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- (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, and 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 deem 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-III

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 Enterprise Ltd (Formerly known as Tamboli Exim Ltd.) | Company in which common Director | Sale of Silver | April 2021 to March 2022 | At market rate | 32,46,604 | 14.02.2022 | Nil |
| Tamboli Castings Ltd | Subsidiary Company | Interest cost | April 2021 to March 2022 | At market rate | 24,64,670 | N.A | Nil |

Mahavir Palace, 8-A, Kalubha Road,
 Bhavnagar
 Gujarat 364 002
 Dated: May 07, 2022
 Place: Bhavnagar

Vaibhav B. Tamboli
 Chairman, CEO & Whole Time Director
 DIN: 00146081

Overview:

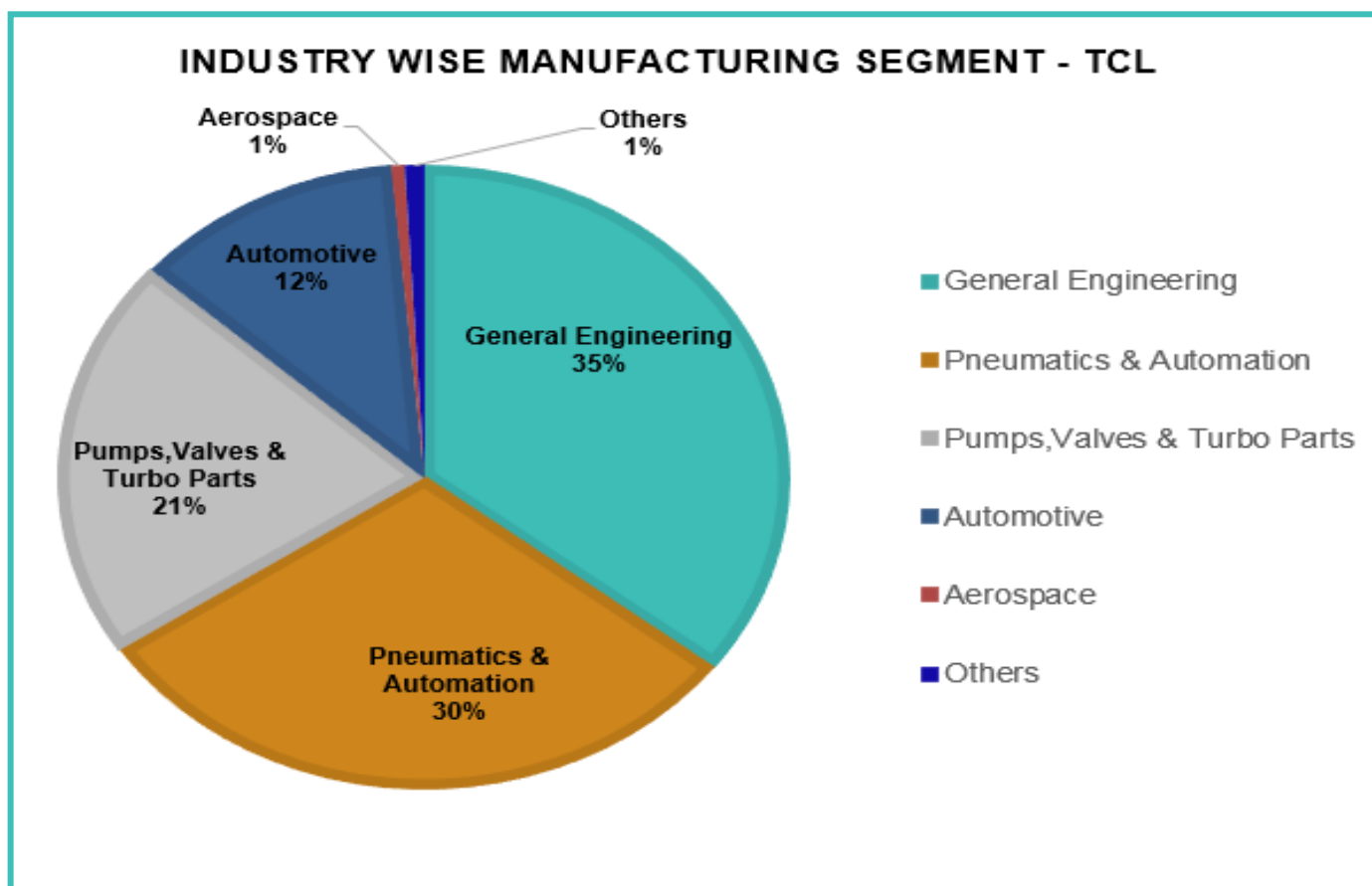
The Year 2021-22 was a landmark year for the Company where it achieved record production and sales. This was a result of increased throughput and focused business development efforts. The Year 2021-22 was also a year of challenges, largely due to the pandemic, restrictions on cross border travel & transportation and severe raw material price escalations. The Company converted these challenges into opportunities. As a result of this, the Company has grown in its revenue and margins this year. During the year, the Company added new clients and has developed a number of new components for both existing and new clients.

Business Profile – Investment Castings:

Tamboli Capital Limited (TCAP), through its wholly owned and step-down subsidiaries, is a technology leader in manufacturing of high precision fully machined investment castings used as components in segments like Pneumatics & Automation, Pumps, Valves & Turbo parts, Aerospace, General Engineering and Automotive. It has a long standing relationship and reputation with clients in Europe, USA and Asia.

The Company is operating in three segments: - (1) Manufacturing of Investment Castings and Precision Components, undertaken through the Wholly Owned Subsidiary – Tamboli Castings Limited (TCL), (2) Investments and (3) Trading. Manufacturing is the core business segment of the Company and contributes more than 95% to the total revenue of the Company.

Despite the pandemic, rapid increase in raw materials, energy costs and due to other challenges, the Pneumatic & Automation, Pumps, Valves & Turbo Parts industries have performed well during the year. We see the global investment casting business at a turning point where in India has emerged as a partner of choice for many large marquee clients worldwide.





Global Investment Casting Industry Overview:

The Investment castings process is a preference for design engineers worldwide due to its ability to produce precise components with close tolerances. In this process, large volume batches can be manufactured that makes it economically viable, at the same time, it also ensures production of very intricate parts with required metallurgical properties.

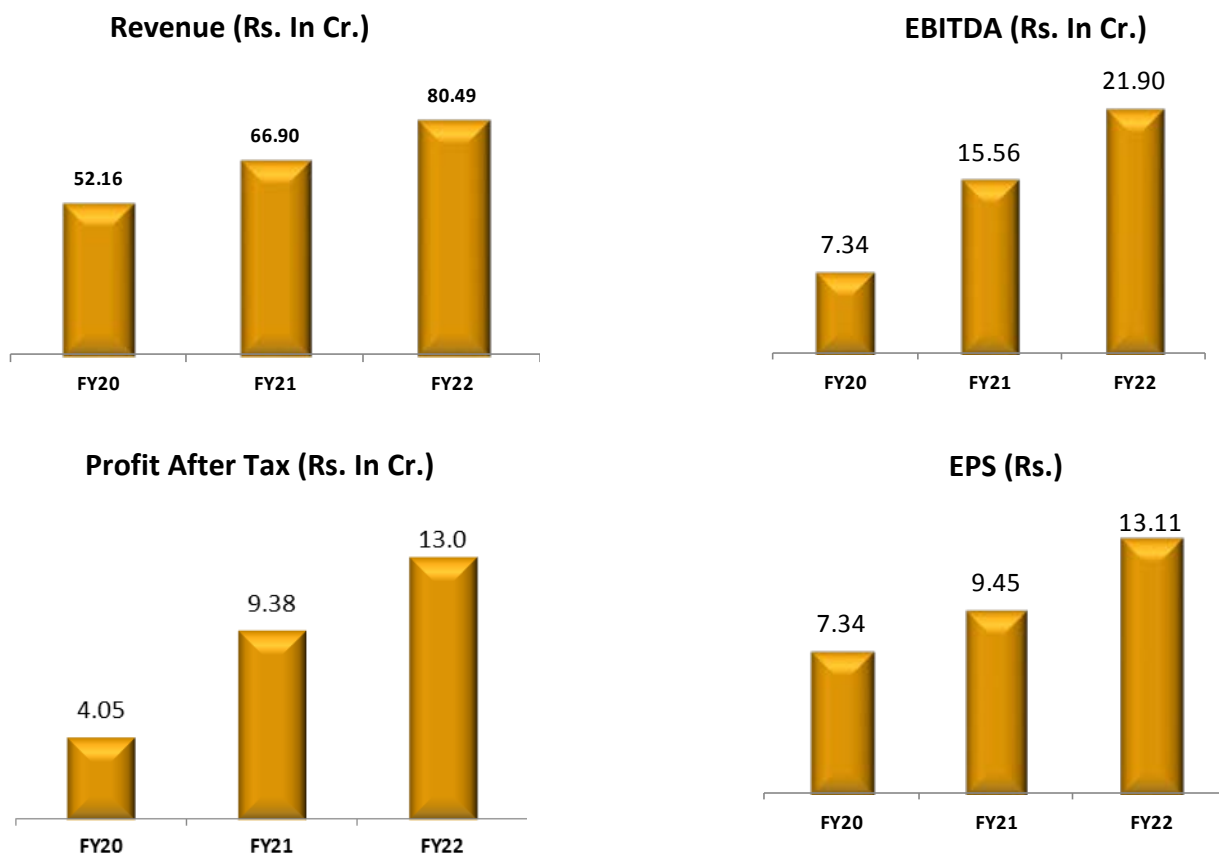
Pneumatic & Automation, Pumps, Valves & Turbo Parts and Automotive segments are some of the application industries for Investment Castings. Aerospace is also a promising sector. TCL is well positioned to take advantage of these opportunities and is confident of increasing its presence in these sectors.

Indian Investment Casting Industry Overview:

India has the potential to become a global manufacturing hub by 2030. Government initiative of “Make In India” & “Atmanirbhar Bharat” will give an opportunity for the Indian businesses and TCL to produce import substitution parts in India.

Consolidated Financial Review:

The consolidated financial performance of the Company for the year ended March 31st 2022 graphically displayed below.



Resources and liquidity:

As on March 31, 2022, the Consolidated Net worth stood at Rs. 93.79 crore and the total debt was at Rs. 13.70 crore with a PAT of Rs. 13.00 crore and revenue of Rs. 80.49 crore.

Opportunities, Risks, Threats and Concerns:

Post CoVID India has become a reliable partner for some of the Fortune 500 and other companies sourcing investment castings. Here again, TCL is well positioned to grab selective business opportunities. Further, it is seen that many countries are developing a self-reliant manufacturing ecosystem and are setting up large industrial plants with automation. This augurs well for TCL, owing to its expertise on the back of possessing established clients for automation and general engineering components.

Like every business, the Company in pursuit of its objectives and long term operations faces risks, both internal and external in its day to day operations. Opportunities bring competition; we face competition from domestic as well as multinational Companies. The Company possess niche and strong differentiators like order execution, quality standards and reliability in our business segment; inspite of these factors, there will be a risk on margins due to competition, however, the Company remains resilient to the same due to its infrastructure, customer centric approach and innovative customer specific solutions at design levels.

The ongoing energy crisis in EU, Russia/Ukraine war crisis, global political instability are much concern to the company. Our customers supply can be affected by this situation and in turn it can impact our company as well.

Rising energy cost, availability of skilled work force and possibility of certain input raw material escalation are concerns for the Company.

Outlook:

Currently, production capacity of the Company at its existing facility is almost fully utilized. The Company increases CAPEX every year for debottlenecking, which will continue this year. The process of raising further capacity is also under way for the financial year 2022-23 and 2023-24. This will enable the Company to cater to rising market demands. Looking forward, the Company anticipates that the rising demand and optimization of internal processes will lead to a increase in business volumes.

Details of Significant Changes in key financial ratios (i.e Change of 25% or more as Compared to the immediately previous financial year).

| Sr. No. | Ratio | % Change | Remarks |
|---------|-----------------------------|----------|-----------------------------|
| 1 | Debt Turn Over ratio | N.A | No debt |
| 2 | Inventory Turnover ratio | (100.00) | Reduction in Inventory |
| 3 | Interest Coverage Ratio | N.A | There is no interest cost |
| 4 | Current Ratio | 57.32 | Increase in current assets |
| 5 | Debt Equity Ratio | N.A | No debt |
| 6 | Operating Profit Margin (%) | 20.50 | Increase in dividend income |
| 7 | Net Profit margin (%) | 20.50 | Increase in dividend income |

Details of any change in return on net worth as compared to the immediately previous financial year along with a detailed explanation thereof:

There is no major change in return on net worth as compared to the immediately previous financial year

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.

Human Resources:

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

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tamboli Capital Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tamboli Capital Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31st March, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 and 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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- (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, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) 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;

We have also examined compliance with applicable clauses of the following:

- 1. Secretarial Standards issued by the Institute of Company Secretaries of India.
- 2. Provisions of 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 **except in case of following**:

We further report that

- I) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, 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. However, at the time of appointment, Mr. Suketu Shah was not registered with Independent Directors Data Bank maintained by IICA and to that extent provisions are not complied with.
- II) 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.

III) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

We 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.

We further report that during the audit period 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: May 07, 2022

For, Ashish Shah & Associates
Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974D000284692

This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.

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: May 07, 2022

For, Ashish Shah & Associates
Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974D000284692

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, 2022 and 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 quarter which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- (d) We have indicated to the auditors and the Audit Committee that there are:
- (i) no significant changes in internal control over financial reporting during the quarter.
 - (ii) no significant changes in accounting policies during the quarter and.
 - (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Bhavnagar
Dated: May 07, 2022

Chairman, CEO & Whole Time Director
Vaibhav B. Tamboli
DIN: 00146081

DIRECTOR AND CFO
Vipul H. Pathak
DIN: 09391337

Declaration regarding affirmation of Code of Conduct

In accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Code of Conduct as approved by the Board of Directors of the Company had been displayed at the Company's website www.tambolicapital.in. All the members of the Board and management personnel affirmed compliance with the Code for the year ending March 31, 2022.

Place: Bhavnagar
Dated: May 07, 2022

Vaibhav B. Tamboli
Chairman, CEO & Whole Time Director
DIN: 00146081

INDEPENDENT AUDITORS' REPORT

To
The Members of
Tamboli Capital Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tamboli Capital Limited ("the Company") which comprise the balance sheet as at 31st March 2022, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022 and of the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Shareholder's Information, but does not include the standalone financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 applicable.
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 including other comprehensive income, statement of changes in equity 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 the Companies (Indian Accounting Standards) Rules, 2015;
- (e) On the basis of written representations received from the directors as on 31st March 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022, 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) In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) 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 has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- (i) The dividend declared or paid during the year by the Company is in compliance with section 123 of the Act.

Bhavnagar
 May 07, 2022

For P A R K & COMPANY
 Chartered Accountants
 FRN: 116825W
ASHISH DAVE
 Partner
 Membership No. 170275
 UDIN: 22170275AIOFEA7365

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 property, plant and equipment:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

The Company does not have any intangible assets.
 - b. The property, plant and equipment were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No material discrepancies were noticed on such verification.
 - c. Since the Company does not have any immovable properties as on balance sheet date, the requirement to report under clause 3(i)(c) of the Order is not applicable.
 - d. The Company has not revalued any of its property, plant and equipment during the year.
 - e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and Rules made thereunder.
2. In respect of inventories:
 - a. Since no inventories are held by the Company during the year, the requirement to report under clause 3(ii)(a) of the Order is not applicable.
 - b. The Company has not been sanctioned working capital limits in excess of ` 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence, the requirement to report under clause 3(ii)(b) of the Order is not applicable.
3. In respect of investments, guarantees or securities provided or loans or advances in the nature of loans granted by the Company:
 - a. The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year except the followings:

| Particulars | Loans (₹ in lacs) |
|---|----------------------|
| Aggregate amount of loans granted during the year to a subsidiary | 1,100.00 |
| Aggregate amount of loans granted during the year to an associate | 4.90 |
| Balances outstanding of loans as on balance sheet date – subsidiary | 1,100.00 |
 - b. The terms and conditions of the grant of these loans are not prejudicial to the interest of the Company.
 - c. In respect of loan granted by the Company, the schedule of repayment pf principal has been stipulated and the repayments are regular.
 - d. There is no overdue amount in respect of loans granted.
 - e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - f. The Company has not granted any loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
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 from public or amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable.
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, custom duty, cess, goods & service tax 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 surrendered or disclosed any transactions, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
9.
 - a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. The Company has not taken any term loan during the year hence, the requirement to report under clause 3(ix)(c) of the Order is not applicable.
 - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates. The Company does not have any joint venture companies.
 - f. The Company has not raised any loans during the year. Hence, the requirement to report under clause 3(ix)(f) of the Order is not applicable.
10.
 - a. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
 - b. The Company has not made any preferential allotment or private placement of shares or fully/partly convertible debentures during the year and hence, the requirement to report under clause 3(x)(b) of the Order is not applicable.
11.
 - a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
 - b. No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c. The Company has not received any whistle blower complaint during the year and up to the date of this report.
12. The Company is not a Nidhi Company as per the provisions of the Act. The requirement to report under clause 3 (xii) of the Order is, therefore, not applicable.
13. Transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14.
 - a. The Company has an internal audit system commensurate with the size and nature of its business.
 - b. We have considered the internal audit reports of the Company issued till date for the period under audit.
15. The Company has not entered into any non-cash transactions with its Directors or persons connected with its directors during the year.

16. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- b. The Company has not conducted any non-banking financial or housing finance activities without obtaining a valid certificate of registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly the requirement to report under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
18. There has been no resignation by the statutory auditors of the Company during the year.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The Company is not covered under Section 135(1) of the Act with respect to the applicability of Corporate Social Responsibility. The requirement to report under clause (xx) of the Order is, therefore, not applicable.

Bhavnagar
May 07, 2022

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 22170275AIOFEA7365

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, 2022 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 ("Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). 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 and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 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 31st March, 2022, 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 issued by the ICAI.

Bhavnagar
May 07, 2022

For P A R K & COMPANY

Chartered Accountants

FRN: 116825W

ASHISH DAVE

Partner

Membership No. 170275

UDIN: 22170275AIOFEA7365

BALANCE SHEET AS AT MARCH 31, 2022

(₹ in lacs)

| Particulars | Note No. | As at 31 st March 2022 | As at 31 st March 2021 |
|--|----------|--------------------------------------|--------------------------------------|
| ASSETS: | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | 2 | 0.35 | 0.56 |
| Financial Assets | | | |
| Investments | 3 | 291.10 | 291.10 |
| Loans | 4 | 1100.00 | - |
| Other financial assets | 5 | - | 1161.34 |
| Deferred tax assets (net) | 6 | 2.29 | 2.26 |
| | | 1393.74 | 1455.26 |
| Current Assets | | | |
| Inventories | 7 | - | 20.25 |
| Financial assets | | | |
| Trade receivables | 8 | - | 0.05 |
| Cash and cash equivalents | 9 | 41.86 | 72.59 |
| Other bank balances | 10 | 188.40 | 32.51 |
| Loans | 4 | - | - |
| Other financial assets | 5 | 7.39 | 10.52 |
| Current tax assets | 11 | 40.63 | 29.81 |
| Other current assets | 12 | 9.17 | 7.68 |
| | | 287.45 | 173.41 |
| Total Assets | | 1681.19 | 1628.67 |
| EQUITY AND LIABILITIES: | | | |
| Equity | | | |
| Equity share capital | 13 | 992.00 | 992.00 |
| Other equity | 14 | 643.82 | 593.67 |
| | | 1635.82 | 1585.67 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | - | - |
| Provisions | | - | - |
| Other non-current liabilities | | - | - |
| | | - | - |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | | - | - |
| Trade payables | 15 | - | - |
| Total outstanding dues to micro small enterprises | | - | - |
| Total outstanding dues of creditors other than micro small enterprises | | 1.82 | 4.14 |
| Other financial liabilities | 16 | 9.01 | 8.62 |
| Provisions | | | |
| Current tax liabilities | 11 | 33.47 | 29.71 |
| Other current liabilities | 17 | 1.07 | 0.53 |
| | | 45.37 | 43.00 |
| Total Liabilities | | 1681.19 | 1628.67 |

The accompanying notes are integral part of these Financial Statements.

As per our Report of even date

For P A R K & COMPANY

Chartered Accountants

ASHISH DAVE

Partner

Place: Bhavnagar

Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD

V. B. Tamboli

DIN: 00146081

A.B. Shah

DIN: 00509866

DIRECTORS

V.H. Pathak – CFO

DIN: 09391337

P.D. Jasani – CS

PAN: ASJPJ1047M

Place: Bhavnagar

Dated: May 07, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

| | | (₹ in lacs) | |
|---|----------|---------------|---------------|
| Particulars | Note No. | 2021-2022 | 2020-2021 |
| REVENUE: | | | |
| Revenue from Operations | 18 | 237.89 | 239.38 |
| Other Income | 19 | 0.01 | 0.01 |
| Total Revenue | | 237.90 | 239.39 |
| EXPENSES: | | | |
| Cost of material consumed | | - | - |
| Purchases of stock-in-trade | | 12.63 | 88.72 |
| Change in inventories | 20 | 20.25 | (1.92) |
| Employee benefits expense | 21 | 14.67 | 14.70 |
| Finance Costs | | 0.22 | - |
| Depreciation and amortization expenses | 22 | 0.21 | 0.14 |
| Other expenses | 23 | 33.67 | 29.59 |
| Total Expenses | | 81.65 | 131.23 |
| Profit Before Tax | | 156.25 | 108.16 |
| Tax Expense | | | |
| Current Tax | 11 | 16.86 | 16.62 |
| Earlier Years' Tax | | (0.01) | (0.36) |
| Deferred | | (0.03) | - |
| Profit for the year from continuing operations | | 139.43 | 91.90 |
| Other comprehensive income: | | | |
| Items that will not be reclassified to profit or loss | | - | - |
| Items that may be reclassified to profit or loss | | - | - |
| Other comprehensive income for the year | | - | - |
| Total comprehensive income the year | | 139.43 | 91.90 |
| Basic and diluted earning per share | 24 | 1.41 | 0.93 |
| Face Value per Equity Share (Rs.) | | 10.00 | 10.00 |

The accompanying notes are integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lacs)

| | 2021-2022 | 2020-2021 |
|---|-----------------|-----------------|
| A Cash Flow from operating activities: | | |
| Net Profit for the year | 139.43 | 91.90 |
| Adjustments for:- | | |
| Depreciation | 0.21 | 0.14 |
| Income tax expenses | 16.82 17.03 | 16.26 16.40 |
| Operating Profit Before Working Capital Changes | 156.46 | 108.30 |
| Movements in working capital: | | |
| Trade receivables | 0.05 | - |
| Loans and advances and other financial assets | (91.43) | (43.81) |
| Other current and non-current assets | (1.49) | (1.54) |
| Other current and non-current liabilities | 0.93 | 1.02 |
| Inventories | 20.25 | (1.92) |
| Trade payables | (2.32) (74.01) | 3.11 (43.14) |
| Cash Generated From Operations | 82.45 | 65.16 |
| Income Tax Paid | (23.91) (23.91) | (17.28) (17.28) |
| Net Cash generated by operating activities | 58.55 | 47.88 |
| B Cash Flow from investing activities: | | |
| Payment for property, plant and equipments | - | (0.49) |
| Net Cash(used in)/generated from investing activities | - | (0.49) |
| C Cash Flow from financing activities: | | |
| Dividend paid | (89.28) | (49.60) |
| Net Cash used in financing activities | (89.28) | (49.60) |
| Net Increase in cash and cash equivalents | (30.73) | (2.21) |
| Cash and cash equivalents as at beginning of the year | 72.59 | 74.80 |
| Cash and cash equivalents as at end of the year | 41.86 | 72.59 |

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2022

A. SHARE CAPITAL

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| At the beginning of the year | 992.00 | 992.00 |
| Changes in equity share capital during the year | - | - |
| At the end of the year | 992.00 | 992.00 |

B. OTHER EQUITY

(₹ in lacs)

| Particulars | General reserve | Retained earnings | Total |
|---|-----------------|-------------------|---------|
| As at 1 st April 2020 | 412.13 | 139.24 | 551.37 |
| Profit for the year | - | 91.90 | 91.90 |
| Final dividend, declared and paid during the year | - | (49.60) | (49.60) |
| As at 31 st March 2021 | 412.13 | 181.54 | 593.67 |
| Profit for the year | - | 139.43 | 139.43 |
| Final dividend, declared and paid during the year | - | (89.28) | (89.28) |
| As at 31 st March 2022 | 412.13 | 231.69 | 643.82 |

The accompanying notes are integral part of these financial statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

COMPANY INFORMATION

Tamboli Capital Limited ("the Company") is a public limited company domiciled in India and incorporated on 17th April, 2008 under the provisions of the Companies Act applicable in India. The Company is engaged in investment and trading activities. The registered office of the Company is located at Mahavir Palace, 8-A, Kalubha Road, Bhavnagar – 364 002. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE).

The standalone financial statements were authorized for issue in accordance with the resolution of the Board of Directors on 7th May, 2022.

1 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of preparation and measurement:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2018 being the date of transition to Ind AS. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 month period as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Significant accounting policies:**a System of accounting**

The separate financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 ("Act"), except in case of significant uncertainties.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It is held primarily for the purpose of being traded:

- It is expected to be realized within 12 months after the reporting date;
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
 - It is expected to be settled in the Company's normal operating cycle;
 - It is held primarily for the purpose of being traded;
 - It is due to be settled within 12 months after the reporting date;
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only.

b Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Company.

c Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2018 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2018.
- (v) The Company depreciates property, plant and equipment on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.

d Investments and financial assets

(i) Investments in subsidiary companies

Investments in subsidiary companies is recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there is any indication that the said investments may be impaired. If so, the Company estimates the recoverable value of the investments and provides for impairment, if any, i.e. the deficit in the recoverable value over cost.

Upon first-time adoption of Ind AS, the Company has elected to measure these investments at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2018.

(ii) Other investments and financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing financial assets.

Financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

- e Inventories
 Stock in trade is valued at weighted average cost including all charges in bringing the materials to the present location.
- f Cash and cash equivalent
 Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.
- g Trade receivables
 A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.
- h Equity instruments
 An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.
- i Financial liabilities
 - (i) Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
 - (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
 - (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.
- j Trade payables
 A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.
- k Revenue recognition
 - (i) Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.
 - (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.
 - (iii) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.
- l Custom Duty and GST
 Purchased of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.
- m Impairment of non financial assets
 As at each reporting date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

n Taxation

- (i) Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (ii) Deferred tax is determined by applying the balance sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the reporting date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each reporting date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

o Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

p Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

q Provisions and contingent liabilities

The Company creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

r Segment reporting

The Company publishes this financial statement along with the consolidated financial statements. In accordance with Ind AS 108, Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

Note No. 2
Property, plant and equipment

(₹ in lacs)

| Particulars | Office Equipment | Furniture & Fixtures | Total |
|--|------------------|----------------------|-------------|
| Gross carrying value (at deemed cost) | | | |
| As at 1 st April 2020 | 0.92 | 0.04 | 0.96 |
| Additions | 0.49 | - | 0.49 |
| Disposals | - | - | - |
| As at 31 st March 2021 | 1.41 | 0.04 | 1.45 |
| Additions | - | - | - |
| Disposals | - | - | - |
| As at 31 st March 2022 | 1.41 | 0.04 | 1.45 |
| Accumulated Depreciation | | | |
| As on 1 st April 2020 | 0.72 | 0.03 | 0.75 |
| Depreciation charged | 0.14 | - | 0.14 |
| Disposals | - | - | - |
| As at 31 st March 2021 | 0.86 | 0.03 | 0.89 |
| Depreciation charged | 0.21 | - | 0.21 |
| Disposals | - | - | - |
| As at 31 st March 2022 | 1.07 | 0.03 | 1.10 |
| Net carrying value | | | |
| As at 31 st March 2021 | 0.55 | 0.01 | 0.56 |
| As at 31 st March 2022 | 0.34 | 0.01 | 0.35 |

Note No. 3
Non-Current Investments

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| 1. Investment valued at deemed cost, fully paid up | | |
| Investment in Wholly Owned Subsidiary Tamboli Castings Limited 29,00,000 equity shares of ₹ 10 each | 290.00 | 290.00 |
| | 290.00 | 290.00 |
| 2. Investment valued at fair value through OCI, fully paid up | | |
| Tamboli Chemico (India) Private Limited 11,000 equity shares of ₹ 10 each | 1.10 | 1.10 |
| Total non-current investments | 1.10 | 1.10 |
| Aggregate amount of unquoted investments | 291.10 | 291.10 |

Note No. 4
Loans (Unsecured)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Loans: non-current | | |
| A Wholly Owned Subsidiary Tamboli Castings Limited | 1100.00 | - |
| Others | 9.00 | 9.00 |
| Less: allowance for doubtful debts | (9.00) | (9.00) |
| | 1100.00 | - |
| Loans: current | | |
| Employees | - | - |
| | - | - |
| Total loans | 1100.00 | - |
| Loans to a Subsidiary : Tamboli Castings Limited : 1100.00 | | |

Note No. 5
Other financial assets

| (₹ in lacs) | | |
|--|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| A. Other non-current financial assets | | |
| Term deposits with maturity of more than 12 months | - | 1161.34 |
| Total non-current financial assets | - | 1161.34 |
| B. Other current financial assets | | |
| Interest receivables | 7.39 | 10.52 |
| Total current financial assets | 7.39 | 10.52 |

Note No. 6
Deferred tax assets

| (₹ in lacs) | | |
|---|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Deferred tax liabilities/(assets) | | |
| On account of timing difference in | | |
| Depreciation on property, plant & equipment | 0.02 | (0.01) |
| Provision for doubtful debts | 2.27 | 2.27 |
| | 2.29 | 2.26 |

Note No. 7
Inventories

| (₹ in lacs) | | |
|-------------------|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Stock-in-trade | - | 20.25 |
| Total inventories | - | 20.25 |

Note No. 8
Trade Receivables
(Unsecured, considered good unless otherwise stated)

| (₹ in lacs) | | |
|------------------------------------|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Trade receivables | - | 0.05 |
| Less: provision for doubtful debts | - | - |
| Total trade receivables | - | 0.05 |

Note No. 9
Cash and cash equivalents

| (₹ in lacs) | | |
|---------------------------------|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Balance with bank | 12.24 | 57.97 |
| Short term deposits | 25.11 | 10.00 |
| Cash on hand | 4.51 | 4.62 |
| Total cash and cash equivalents | 41.86 | 72.59 |

Note No. 10
Other bank balances

| (₹ in lacs) | | |
|---|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Deposits with maturity more than 3 months | 180.62 | 25.00 |
| Unclaimed dividend accounts * | 7.78 | 7.51 |
| Total other bank balances | 188.40 | 32.51 |

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March.

Note No. 11
Income Taxes

| (₹ in lacs) | | |
|--|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Income tax | | |
| The following table provides the details of income tax assets and liabilities | | |
| Income tax assets | 40.63 | 29.81 |
| Current income tax liabilities | (33.47) | (29.71) |
| Net balance | 7.16 | 0.10 |
| The gross movement in the current tax asset/(liability) | | |
| Net current income tax asset at the beginning | 0.10 | (0.92) |
| Income tax paid (net of refunds) | 23.91 | 17.28 |
| Current income tax expense | (16.85) | (16.26) |
| Income tax on other comprehensive income | - | - |
| Net income tax asset at the end | 7.16 | 0.10 |
| A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income tax is as below: | | |
| Profit before tax | 156.25 | 108.16 |
| Applicable income tax rate | 25.17% | 25.17% |
| | 39.33 | 27.22 |
| Effect of expenses not allowed for tax purpose | - | 1.88 |
| Effect of income not considered for tax purpose | (22.47) | (12.48) |
| | (22.47) | (10.60) |
| Income tax expense charged to the Statement of Profit and Loss | 16.86 | 16.62 |

Note No. 12
Other current assets

| (₹ in lacs) | | |
|----------------------------|--------------------------------|--------------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Input credit receivables | 9.15 | 7.67 |
| Advances to suppliers | - | 0.01 |
| Prepaid expenses | 0.02 | - |
| Other advances | - | - |
| Total other current assets | 9.17 | 7.68 |

Note No. 13
Equity share capital

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Authorised: | | |
| 2,00,00,000 (1,00,00,000) equity shares of ₹ 10 each | 2000.00 | 2000.00 |
| | 2000.00 | 2000.00 |
| Issued, Subscribed and Paid up | | |
| 99,20,000 equity shares of ₹ 10 each | 992.00 | 992.00 |
| Total equity share capital | 992.00 | 992.00 |

a. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding five years: NIL

b. Reconciliation of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As on 31 st March, 2022 | | As on 31 st March, 2021 | |
|--------------------------------------|------------------------------------|--------|------------------------------------|--------|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| Equity Shares: | | | | |
| Balance at the beginning of the year | 99,20,000 | 100.00 | 99,20,000 | 100.00 |
| Issued during the year | - | - | - | - |
| Balance at end of the year | 99,20,000 | 100.00 | 99,20,000 | 100.00 |

c. Shares held by promoters and promoter groups:

| Name of Shareholder | As at 31 st March, 2022 | | As at 31 st March, 2021 | | Change (%) |
|-----------------------------------|------------------------------------|--------------|------------------------------------|--------------|------------|
| | Nos. | % of holding | Nos. | % of holding | |
| Vaibhav B. Tamboli | 39,53,900 | 39.86 | 34,50,352 | 34.78 | 14.59 |
| Bipin F. Tamboli – HUF | 4,86,112 | 4.90 | 4,86,112 | 4.90 | - |
| Mehul B. Tamboli | - | - | 4,83,008 | 4.87 | 100.00 |
| Bharati Bipin Tamboli | 4,78,400 | 4.82 | 4,78,400 | 4.82 | - |
| Mebhav Investment Private Limited | 2,24,600 | 2.26 | 2,24,600 | 2.26 | - |
| Nikita V. Tamboli | 48,000 | 0.48 | 48,000 | 0.48 | - |
| P A Subramanian | 3,200 | 0.03 | 3,200 | 0.03 | - |
| Annushri M. Tamboli | 928 | 0.01 | 928 | 0.01 | - |
| Name of Shareholder | As at 31 st March, 2021 | | As at 31 st March, 2020 | | Change (%) |
| | Nos. | % of holding | Nos. | % of holding | |
| Vaibhav B. Tamboli | 34,50,352 | 34.78 | 34,50,352 | 34.78 | - |
| Bipin F. Tamboli – HUF | 4,86,112 | 4.90 | 4,86,112 | 4.90 | - |
| Mehul B. Tamboli | 4,83,008 | 4.87 | 4,83,008 | 4.87 | - |
| Bharati Bipin Tamboli | 4,78,400 | 4.82 | 4,78,400 | 4.82 | - |
| Mebhav Investment Private Limited | 2,24,600 | 2.26 | 2,24,600 | 2.26 | - |
| Nikita V. Tamboli | 48,000 | 0.48 | 48,000 | 0.48 | - |
| P A Subramanian | 3,200 | 0.03 | 3,200 | 0.03 | - |
| Annushri M. Tamboli | 928 | 0.01 | 928 | 0.01 | - |

d. Shares held by each shareholder holding more than five percent shares:

| Name of shareholder | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-----------------------|-----------------------------------|--------------|-----------------------------------|--------------|
| | Nos. | % of holding | Nos. | % of holding |
| Vaibhav Bipin Tamboli | 39,53,900 | 39.86 | 34,50,352 | 34.78 |

e. Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 10 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the Board of Directors and approved by the shareholders in Annual General Meeting is paid to the shareholders.

Note No. 14
Other equity

| (₹ in lacs) | | |
|---|-----------------------------|-----------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| General reserve | | |
| Balance at the beginning of the year | 412.13 | 412.13 |
| Add: transferred from retained earnings | - | - |
| Balance at the end of the year | 412.13 | 412.13 |
| Retained earnings | | |
| Balance at the beginning of the year | 181.54 | 139.24 |
| Profit for the year | 139.43 | 91.90 |
| Appropriations | | |
| Transfer to general reserve | - | - |
| Final dividend, declared and paid during the year | (89.28) | (49.60) |
| Balance at the end of the year | 231.69 | 181.54 |
| Total other equity | 643.82 | 593.67 |

General reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Company can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Retained earnings: Retained earnings are the profits that the Company has earned till date, transfers to general reserve, dividends or other distributions paid to shareholders.

Note No. 15
Trade payable

| (₹ in lacs) | | |
|---|-----------------------------|-----------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Trade payables | | |
| Total outstanding dues of micro and small enterprise | - | - |
| Total outstanding dues of creditors other than micro and small enterprise | 1.82 | 4.14 |
| Total trade payables | 1.82 | 4.14 |

The trade payables ageing schedule:

| (₹ in lacs) | | | | | | |
|------------------------------------|-------------|--|-----------|-----------|----------|-------------|
| Particular | Not due | Outstanding for the following period from due date of payments | | | | Total |
| | | <1 Year | 1-2 Years | 2-3 Years | >3 Years | |
| 31st March, 2022 | | | | | | |
| Outstanding dues to MSME | - | - | - | - | - | - |
| Others | 1.82 | - | - | - | - | 1.82 |
| Total | 1.82 | - | - | - | - | 1.82 |
| 31st March, 2021 | | | | | | |
| Outstanding dues to MSME | - | - | - | - | - | - |
| Others | 4.14 | - | - | - | - | 4.14 |
| Total | 4.14 | - | - | - | - | 4.14 |

Note No. 16
Other financial liabilities

| (₹ in lacs) | | |
|--|-----------------------------|-----------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Unclaimed dividends | 7.78 | 7.51 |
| Payable towards service rendered | 1.23 | 1.11 |
| Total other financial liabilities | 9.01 | 8.62 |

Note No. 17
Other current liabilities

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---------------------------------|--------------------------------|--------------------------------|
| Statutory liabilities | 1.07 | 0.43 |
| Advances from customers | - | 0.10 |
| Total other current liabilities | 1.07 | 0.53 |

Note No. 18
Revenue from operations

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--------------------------------------|-----------|-----------|
| Revenue from sale of products | | |
| Export sales | - | - |
| Domestic sales | 33.46 | 97.37 |
| | 33.46 | 97.37 |
| Other operating revenue: | | |
| Interest receipts | 76.83 | 81.11 |
| Dividend receipts | 127.60 | 60.90 |
| | 204.43 | 142.01 |
| Total revenue from operations | 237.89 | 239.38 |

Note No. 19
Other income

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|----------------------|-----------|-----------|
| Miscellaneous income | 0.01 | 0.01 |
| Total other income | 0.01 | 0.01 |

Note No. 20
Change in inventories

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|------------------------|-----------|-----------|
| Closing stock | | |
| Stock-in-trade | - | 20.25 |
| | - | 20.25 |
| Opening stock | | |
| Stock-in-trade | 20.25 | 18.33 |
| | 20.25 | 18.33 |
| Changes in inventories | 20.25 | (1.92) |

Note No. 21
Employee benefit expenses

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Salaries, wages and bonus | 10.45 | 14.70 |
| Directors' Remuneration | 4.22 | - |
| Contribution to provident fund & other funds | - | - |
| Staff welfare expenses | - | - |
| Total employee benefit expenses | 14.67 | 14.70 |

Note No. 22
Depreciation and amortisation expenses

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Depreciation on tangible assets | 0.21 | 0.14 |
| Total depreciation and amortization expenses | 0.21 | 0.14 |

Note No. 23
Other expenses

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Selling and general expenses | | |
| Other selling expenses | - | 1.08 |
| | - | 1.08 |
| Administrative and other expenses | | |
| Director sitting fees | 4.23 | 4.46 |
| Travelling and conveyance expenses | 5.96 | 3.12 |
| Insurance premiums | 0.34 | 0.41 |
| Advertisement expenses | 1.27 | 1.37 |
| Legal and professional fees | 16.92 | 14.25 |
| Payment to auditors | 1.30 | 0.80 |
| Miscellaneous expenses | 3.65 | 4.10 |
| | 33.67 | 28.51 |
| Total other expenses | 33.67 | 29.59 |

Payment to auditors

| | | |
|---|------|------|
| Audit fees (including quarterly review) | 1.30 | 0.80 |
| Taxation matters | - | - |
| | 1.30 | 0.80 |

Note No. 24
Earnings per share

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--|-----------|-----------|
| Profit for the year (Indian ₹ in lacs) | 139.43 | 91.90 |
| Weighted average number of shares (Nos) | 9920000 | 9920000 |
| Earnings per share (basic and diluted) (₹) | 1.41 | 0.93 |
| Face value per share (₹) | 10.00 | 10.00 |

Note No. 25
Fair value measurement
Financial instruments by category:

(₹ in lacs)

| Particulars | 31 st March 2022 | | | | 31 st March 2021 | | | |
|---|-----------------------------|-------|----------------|------------|-----------------------------|-------|----------------|------------|
| | FVPL | FVOCI | Amortised cost | Fair Value | FVPL | FVOCI | Amortised cost | Fair Value |
| Financial assets | | | | | | | | |
| Investments | - | 1.10 | 290.00 | 291.10 | - | 1.10 | 290.00 | 291.10 |
| Trade receivables | - | - | - | - | - | - | 0.05 | 0.05 |
| Loans: non- current | - | - | 1100.00 | 1100.00 | - | - | - | - |
| Loans: current | - | - | - | - | - | - | - | - |
| Other financial assets- non-current | - | - | - | - | - | - | 1161.34 | 1161.34 |
| Other financial assets-current | - | - | 7.39 | 7.39 | - | - | 10.52 | 10.52 |
| Cash and cash equivalents | - | - | 41.86 | 41.86 | - | - | 72.59 | 72.59 |
| Other bank balances | - | - | 188.40 | 188.40 | - | - | 32.51 | 32.51 |
| Total financial assets | - | 1.10 | 1627.65 | 1628.75 | - | 1.10 | 1567.01 | 1568.11 |
| Financial liabilities | | | | | | | | |
| Borrowings | - | - | - | - | - | - | - | - |
| Trade payables | - | - | 1.82 | 1.82 | - | - | 4.14 | 4.14 |
| Other financial liabilities-non-current | - | - | - | - | - | - | - | - |
| Other financial liabilities-current | - | - | 9.01 | 9.01 | - | - | 8.62 | 8.62 |
| Total financial liabilities | - | - | 10.83 | 10.83 | - | - | 12.76 | 12.76 |

Note No. 26
Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk

| Risk | Exposure arising from | Measurement | Management |
|----------------|---|---|--|
| Credit Risk | Cash and cash equivalents, financial assets and trade receivables | Credit ratings/ Aging analysis, credit evaluation | Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days |
| Liquidity Risk | Other liabilities | Maturity analysis | Maintaining sufficient cash/ cash equivalents and marketable securities |
| Market Risk | Financial assets and liabilities not denominated in INR | Sensitivity analysis | Constant evaluation and proper risk management policies |

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the financial assets represents trade receivables and other receivables.

In respect of trade receivables, the Company uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Company. The Company regularly reviews trade receivables and necessary provisions, wherever required, are made in the financial statements.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

(₹ in lacs)

| Particulars | Less than or equal to one year | More than one year | Total |
|---|--------------------------------|--------------------|----------------|
| As on 31st March 2022 | | | |
| Financial Assets | | | |
| Non-current investments | - | 291.10 | 291.10 |
| Loans | - | 1100.00 | 1100.00 |
| Trade receivables | - | - | - |
| Cash and cash equivalents | 41.86 | - | 41.86 |
| Other bank balances | 188.40 | - | 188.40 |
| Other financial assets | 7.39 | - | 7.39 |
| Total financial assets | 237.65 | 1391.10 | 1628.75 |
| Financial liabilities | | | |
| Long term borrowings | - | - | - |
| Short term borrowings | - | - | - |
| Trade payables | 1.82 | - | 1.82 |
| Other financial liabilities | 9.01 | - | 9.01 |
| Total financial liabilities | 10.83 | - | 10.83 |
| As on 31st March 2021 | | | |
| Financial Assets | | | |
| Non-current investments | - | 291.10 | 291.10 |
| Loans | - | - | - |
| Trade receivables | 0.05 | - | 0.05 |
| Cash and cash equivalents | 72.59 | - | 72.59 |
| Other bank balances | 32.51 | - | 32.51 |
| Other financial assets | 10.52 | 1161.34 | 1171.86 |
| Total financial assets | 115.67 | 1452.44 | 1568.11 |
| Financial liabilities | | | |
| Long term borrowings | - | - | - |
| Short term borrowings | - | - | - |
| Trade payables | 4.14 | - | 4.14 |
| Other financial liabilities | 8.62 | - | 8.62 |
| Total financial liabilities | 12.76 | - | 12.76 |

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes

Note No. 27 Capital Management

The Company's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company.

The following table summarises the capital of the Company:

(₹ in lacs)

| Particulars | As at | |
|----------------------------|-----------------------------|-----------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| Total debt | - | - |
| Total equity | 1635.82 | 1585.67 |
| Total debt to equity ratio | - | - |

Dividends

(Rs. Lacs)

| Dividends recognised in the financial statements | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Final dividend for the year ended 31st March of ₹ 0.90(₹ 0.50) per equity share | 89.28 | 49.60 |
| Dividends not recognised in the financial statements | | |
| The Board of Directors have recommended the payment of final dividend of ₹ 1.00 (0.90) per share for the financial year 2021-22. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting | 99.20 | 89.28 |

Note No. 28

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

| Sr. No. | Particulars | Country of incorporation |
|---------|--|------------------------------------|
| A | Subsidiaries | |
| 1 | Tamboli Castings Limited | India |
| 2 | Tamboli Metaltech Private Limited (step-down subsidiary) | India |
| 3 | Tamboli Profiles Private Limited (step-down subsidiary) | India |
| B | Associates | |
| 1 | Tamboli Enterprise Limited | India |
| C | Key management personnel and relatives | |
| 1 | Mr. Vaibhav B. Tamboli | Chairman & Chief Executive Officer |
| 2 | Mr. Pradeep Gohil (upto 20 th May, 2020) | Independent Director |
| 3 | Dr. Abhinandan K. Jain (upto 3 rd November, 2021) | Independent Director |
| 4 | Mr. Anand B. Shah | Independent Director |
| 5 | Mrs. Neha R. Gada | Independent Director |
| 6 | Mr. Suketu N. Shah (w.e.f. 25 th March, 2022) | Independent Director |
| 7 | Mr. Vipul H. Pathak (w.e.f. 12 th November, 2021) | Director & Chief Financial Officer |
| 8 | Ms. Priyanka D. Jasani | Company Secretary |

| Nature of transactions | Year ended 31 st March 2022 | Year ended 31 st March 2021 |
|--|---|---|
| Subsidiary | | |
| Dividend received | 127.60 | 60.90 |
| Interest received | 93.93 | - |
| Loan Given | 1100.00 | - |
| Outstanding Balances: Loans receivables | 1100.00 | - |
| Associates | | |
| Purchase of material and services | - | 42.04 |
| Loan Granted | 4.90 | - |
| Sale of materials and services | 32.46 | 21.28 |
| Loan repayment received | 4.90 | - |
| Trade Payable | - | 2.91 |
| Key management personnel | | |
| Professional Fees | | |
| Mr. Bipin F. Tamboli | 9.27 | - |
| Sitting Fees | | |
| Mr. Pradeep Gohil | - | 0.16 |
| Dr. Abhinandan K. Jain | 0.47 | 1.12 |
| Mrs. Neha R. Gada | 1.14 | 1.12 |
| Mr. Vaibhav B. Tamboli | 1.10 | 1.09 |
| Mr. Anand B. Shah | 1.14 | 0.97 |
| Mr. Vipul H. Pathak | 0.38 | - |
| Total | 4.23 | 4.46 |

| | | |
|--|-------------|------|
| Employee benefits expenses | | |
| Mr. Vipul H. Pathak – Director and CFO | 4.22 | - |
| Others | 6.91 | 9.58 |

29 Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instruction for preparation of Balance Sheet as given in part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial statements.

a. Ratio

| No. | Particulars | Numerator | Denominator | As at 31 st March | | Variance | Reason for variance, if more than 25% |
|-----|--|--------------------------------------|------------------------------|------------------------------|--------|----------|---------------------------------------|
| | | | | 2022 | 2021 | | |
| 1 | Current Ratio (in times) | Current Assets | Current Liabilities | 6.34 | 4.03 | 57.32 | Increase in current assets |
| 2 | Debts-Equity Ratio (in times) | Total Debts | Shareholders' Equity | - | - | - | Not applicable |
| 3 | Debt Service Coverage Ratio (in times) | Earning available for debt services | Debt Services | - | - | - | Not applicable |
| 4 | Return on Equity Ratio (%) | Net Profit after taxes | Average Shareholders' Equity | 8.66 % | 5.87 % | 47.53 | Increase in Profit |
| 5 | Inventory Turnover Ratio (No. of days) | Sales | Average inventory | - | 37.95 | 100.00 | Reduction in inventory |
| 6 | Trade Receivables Turnover Ratio (No. of days) | Net Credit Sales | Average trade receivables | 0.27 | 0.19 | 42.11 | Decrease in trade receivables |
| 7 | Trade Payables Turnover Ratio (No. of days) | Net Credit Purchases | Average trade payables | 86.26 | 10.63 | 711.48 | Increase in trade payables |
| 8 | Net Capital Turnover Ratio (in times) | Net Sales | Working Capital | 0.98 | 1.84 | (46.74) | Decrease in sales |
| 9 | Net Profit Ratio (%) | Net Profit | Net Sales | 416.71 | 94.36 | 341.62 | Decrease in sales |
| 10 | Return on Capital Employed (%) | Earning before interest and taxes | Capital employed | 0.10 | 0.07 | 42.86 | Due to increase in dividend receipt |
| 11 | Return on Investments | Income generated from invested funds | Average invested funds | 0.44 | 0.21 | 109.52 | Due to increase in dividend receipt |

- b. The Company does not have immovable properties in the books of accounts as on date of balance sheet.
- c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- e. The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- f. The Company does not have any transactions with struck-off companies.
- g. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- h. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- i. The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall -
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- k. The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- l. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 30** Balances for trade receivables, trade payables and loans and advances are subject to confirmations from the respective parties.
- 31** As none of the vendors are registered under Micro, Small and Medium Enterprises Development Act, 2006, disclosure relating to amounts unpaid as at the year-end together with interests paid/payable under this act is not applicable.
- 32** All the amounts are stated in ₹ in lacs, unless otherwise stated.
- 33** Figures of previous years have been regrouped and rearranged wherever necessary.

Signatures to Notes No. 1 to 33

As per our Report of even date
For P A R K & COMPANY
 Chartered Accountants

ASHISH DAVE
 Partner
 Place: Bhavnagar
 Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A. B. Shah DIN: 00509866
 DIRECTORS

V.H. Pathak – CFO DIN: 09391337
 P.D. Jasani – CS PAN: ASJPJ1047M
 Place: Bhavnagar
 Dated: May 07, 2022

To
The Members of
Tamboli Capital Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Tamboli Capital Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") which comprise the consolidated balance sheet as at 31st March 2022, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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 Companies Act, 2013 ("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 2022 and of the consolidated profit, consolidated total comprehensive loss, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters are not required to be communicated in the audit report of the subsidiaries audited by the other auditors. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Shareholder's Information, but does not include financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditors, to the extent it relates to that entity and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from its financial statements audited by the other auditors. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements to give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and accounting principles generally accepted in India. The respective Board of 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 the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosure, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

TAMBOLI CAPITAL LIMITED

14TH ANNUAL REPORT 2021-22

We communicate with those charged with governance regarding, among other matters, the matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The consolidated financial statements include financial statements of three subsidiaries which reflect total assets of ₹ 12,553.82 lacs as at 31st March, 2022, total revenues ₹ 8,173.23 lacs and net profit after tax (including other comprehensive loss) of ₹ 1,285.29 lacs for the year as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose report has been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to aforesaid subsidiaries is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements above and our report on other Legal and Regulatory Requirements below is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- 1 With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO" or "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except following:

| Sr. No. | Name | Nature of Relationship | Clause number of the CARO report which is qualified or is adverse | Remarks |
|---------|--------------------------|-------------------------|---|--|
| 1 | Tamboli Castings Limited | Wholly-owned subsidiary | (iii)(b) | Non charging of interest on loans to a wholly-owned subsidiary |

- 2 As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable 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 so far as it appears from our examination of those books;
 - c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement dealt with by this report are in agreement with the books of account;
 - 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, 2015;
 - e) On the basis of written representations received from the directors as on 31st March 2022, and taken on record by the Board of Directors of the Parent and its subsidiary companies incorporated in India, none of the directors is disqualified as on 31st March 2022, 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 – A may be referred;

- g) With respect to the other matters to be included in the Auditor's Report in accordance with requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and according to the reports of the statutory auditors of the subsidiary companies incorporated in India, remuneration paid by the parent and its subsidiary companies incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's 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 consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group;
 - ii The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiaries incorporated in India.
 - iv
 - a. The respective managements of the Parent and its subsidiaries, has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - b. The respective managements of the Parent and its subsidiaries, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
 - i) The dividend declared or paid during the year by the Parent and its subsidiaries incorporated in India are in compliance with section 123 of the Act.

Bhavnagar
May 07, 2022

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 22170275AIOFPI2156

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 31st March, 2022, we have audited the internal financial controls over financial reporting of Tamboli Capital Limited ("the Parent") and its wholly-owned subsidiaries (the Parent and its subsidiaries 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 Parent and its subsidiary companies, 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 Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). 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 the respective 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 and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A Group'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 Group'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 Group;
- (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 Group are being made only in accordance with authorisations of management and directors of the respective companies included in the Group; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Group'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 Parent and its subsidiaries 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 31st March, 2022, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal controls over financial reporting in so far as it relates to subsidiaries, is based solely on the corresponding reports of the statutory auditors of these subsidiaries. Our opinion is not modified in respect of this matter.

Bhavnagar
May 07, 2022

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W
ASHISH DAVE
Partner
Membership No. 170275
UDIN: 22170275AIOFPI2156

CONSOLIDATED FINANCIAL STATEMENTS
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022

(₹ in lacs)

| Particulars | Note No. | As at 31 st March 2022 | As at 31 st March 2021 |
|--|----------|--------------------------------------|--------------------------------------|
| ASSETS: | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | 2 | 2840.89 | 2348.46 |
| Capital work-in-progress | 2 | 38.37 | 83.20 |
| Right to use of assets | 3 | 172.39 | - |
| Intangible assets | 4 | 19.12 | - |
| Goodwill | | 2650.60 | - |
| Financial Assets | | | |
| Investments | 5 | 1.10 | 1.10 |
| Loans | 6 | 10.07 | 0.55 |
| Other financial assets | 7 | 170.86 | 1891.32 |
| Deferred Tax assets (Net) | 19 | 2.70 | - |
| Other non-current assets | 8 | 103.48 | 250.00 |
| | | 6009.58 | 4574.63 |
| Current Assets | | | |
| Inventories | 9 | 1744.35 | 1235.59 |
| Financial assets | | | |
| Trade receivables | 10 | 1878.73 | 1615.80 |
| Cash and cash equivalents | 11 | 376.73 | 459.49 |
| Other bank balances | 12 | 746.00 | 353.43 |
| Loans | 6 | 15.67 | 24.52 |
| Other financial assets | 7 | 302.32 | 412.89 |
| Current tax assets (net) | 13 | 1121.78 | 856.21 |
| Other current assets | 8 | 455.96 | 101.12 |
| | | 6641.54 | 5059.05 |
| Total Assets | | 12651.12 | 9633.68 |
| EQUITY AND LIABILITIES: | | | |
| Equity | | | |
| Equity share capital | 14 | 992.00 | 992.00 |
| Other equity | 15 | 8387.33 | 7185.52 |
| | | 9379.33 | 8177.52 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 16 | 938.16 | - |
| Other financial liabilities | 17 | 4.25 | 0.39 |
| Provisions | 18 | 48.61 | 22.94 |
| Deferred tax liabilities | 19 | - | 16.16 |
| Other non-current liabilities | 20 | - | - |
| | | 991.02 | 39.49 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 16 | 432.25 | 0.06 |
| Trade payables | 21 | | |
| Total outstanding dues to micro small enterprises | | 117.95 | 30.20 |
| Total outstanding dues of creditors other than micro small enterprises | | 275.43 | 346.71 |
| Other financial liabilities | 17 | 116.65 | 45.18 |
| Other current liabilities | 20 | 78.57 | 113.01 |
| Current tax liabilities (net) | 13 | 1142.16 | 773.62 |
| Provisions | 18 | 117.76 | 107.89 |
| | | 2280.77 | 1416.67 |
| Total Liabilities | | 12651.12 | 9633.68 |

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

As per our Report of even date

For P A R K & COMPANY

Chartered Accountants

ASHISH DAVE

Partner

Place: Bhavnagar

Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD

V. B. Tamboli

DIN: 00146081

A.B. Shah

DIN: 00509866

DIRECTORS

V.H. Pathak – CFO

DIN: 09391337

P.D. Jasani – CS

PAN: ASJPJ1047M

Place: Bhavnagar

Dated: May 07, 2022

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lacs)

| Particulars | Note No. | 2021-2022 | 2020-2021 |
|---|----------|----------------|----------------|
| REVENUE: | | | |
| Revenue from Operations (net) | 22 | 8049.00 | 6689.99 |
| Other Income | 23 | 85.22 | 64.43 |
| Total Revenue | | 8134.22 | 6754.42 |
| EXPENSES: | | | |
| Cost of material consumed | 24 | 1346.38 | 655.00 |
| Purchases of stock-in-trade | | 12.63 | 88.72 |
| Change in inventories | 25 | (411.61) | 292.10 |
| Employee benefits expense | 26 | 1088.63 | 947.49 |
| Finance Costs | 27 | 68.05 | 20.33 |
| Depreciation and amortization expenses | 28 | 413.76 | 330.21 |
| Other expenses | 29 | 3823.08 | 3150.37 |
| Total Expenses | | 6340.92 | 5484.22 |
| Profit Before Exceptional Items | | 1793.31 | 1270.20 |
| Exceptional Items | | - | - |
| Profit Before Tax | | 1793.31 | 1270.20 |
| Tax Expense | | | |
| Current Tax | 13 | 503.86 | 327.62 |
| Earlier Years' Tax | | 4.96 | 0.69 |
| Deferred | | (15.77) | 4.04 |
| Profit after tax from continuing operations | | 1300.26 | 937.85 |
| Other comprehensive income: | | | |
| Items that will not be reclassified to profit or loss | | | |
| a. Remeasurements of defined benefits liabilities/(asset) | | (12.26) | 16.20 |
| b. Tax Impacts on the above | | 3.09 | (4.08) |
| Items that may be reclassified to profit or loss | | - | - |
| Other comprehensive income the year | | (9.17) | 12.12 |
| Total comprehensive income the year | | 1291.09 | 949.97 |
| Basic and diluted earning per share | 30 | 13.11 | 9.45 |
| Face Value per Equity Share (Rs.) | | 10.00 | 10.00 |

The accompanying notes integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A. B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

A. SHARE CAPITAL

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| At the beginning of the year | 992.00 | 992.00 |
| Changes in equity share capital during the year | - | - |
| Changes in equity share capital due to prior period errors | - | - |
| Restated balance at the beginning of the Current year | - | - |
| At the end of the year | 992.00 | 992.00 |

B. OTHER EQUITY

(₹ in lacs)

| Particulars | Reserves and surplus | | Other comprehensive Income Acturial gain/ (loss) | Total |
|--|----------------------|----------|--|---------|
| | General reserve | Retained | | |
| As at 1 st April 2020 | 5312.40 | 978.45 | (5.70) | 6285.15 |
| Profit for the year | - | 937.85 | - | 937.85 |
| Other comprehensive income for the year (net of tax) | - | - | 12.12 | 12.12 |
| Final dividend, declared and paid during the year | - | (49.60) | - | (49.60) |
| Dividend distribution tax | - | - | - | - |
| As at 31 st March 2021 | 5312.40 | 1866.70 | 6.42 | 7185.52 |
| Profit for the year | - | 1300.26 | - | 1300.26 |
| Other comprehensive income for the year (net of tax) | - | - | (9.17) | (9.17) |
| Final dividend, declared and paid during the year | - | (89.28) | - | (89.28) |
| As at 31 st March 2022 | 5312.40 | 3077.68 | (2.75) | 8387.33 |

The accompanying notes integral part of these Financial Statements.

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A. B. Shah DIN: 00509866
DIRECTORS

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

V.H. Pathak – CFO PAN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(₹ in lacs)

| | 2021-2022 | 2020-2021 |
|---|------------------|-----------------|
| A Cash Flow from operating activities: | | |
| Net Profit for the year | 1300.26 | 937.85 |
| Adjustments for:- | | |
| Depreciation | 413.76 | 330.21 |
| Income tax expenses | 493.05 | 332.35 |
| Reversal of impairment of loss on trade receivables | 2.20 | (4.25) |
| Profit on disposal of property, plant & equipments | 0.41 | (2.07) |
| Finance cost | 68.05 | 20.33 |
| Operating Profit Before Working Capital Changes | 2277.73 | 1614.42 |
| Movements in working capital: | | |
| Trade receivables | (265.13) | (814.22) |
| Loans and advances and other financial assets | 1437.79 | 221.48 |
| Other current and non-current assets (Increase)/decrease in inventories | (208.32) | (207.41) |
| Provisions | (508.76) | 405.99 |
| Other current and non-current liabilities | 23.28 | 1.92 |
| Decrease in trade and other payables | (34.44) | (351.98) |
| Cash Generated From Operations | 91.50 | (175.66) |
| Income Tax Paid | 535.92 | (919.88) |
| Net Cash generated by operating activities | 2407.80 | 349.50 |
| B Cash Flow from investing activities: | | |
| Payment for property, plant and equipments | (303.20) | (479.90) |
| Investment in subsidiaries | (3418.30) | - |
| Sale of fixed assets | 17.65 | 5.86 |
| Interest received | - | - |
| Net Cash (used in)/generated from investing activities | (3703.85) | (474.04) |
| C Cash Flow from financing activities: | | |
| Repayment of borrowings | 1370.35 | (107.14) |
| Interest Paid | (68.05) | (20.33) |
| Dividend paid | (89.01) | (49.90) |
| Net Cash used in financing activities | 1213.29 | (177.37) |
| Net Increase in cash and cash equivalents | (82.76) | (301.91) |
| Cash and cash equivalents as at beginning of the year | 459.49 | 761.40 |
| Cash and cash equivalents as at end of the year | 376.73 | 459.49 |

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD
V. B. Tamboli DIN: 00146081
A.B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Bhavnagar
Dated: May 07, 2022

Notes forming part of the financial statements for the year ended 31st March 2022**COMPANY INFORMATION**

Tamboli Capital Limited ("the Company") is a public limited company domiciled in India and incorporated on 17th April, 2008 under the provisions of the Companies Act applicable in India. The Company is engaged in investment and trading activities. The registered office of the Company is located at Mahavir Palace, 8-A, Kalubha Road, Bhavnagar – 364 002. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE).

The consolidated financial statements ("the financial statements") were authorized for issue in accordance with the resolution of the Board of Directors on 7th May, 2022.

1 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of preparation and measurement:**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Group adopts operating cycle based on the project period and accordingly, all project related assets and liabilities are classified into current and non-current. The Group considers 12 months as normal operating cycle.

The Group's financial statements are reported in Indian Rupees, which is also the Group's functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Significant accounting policies:**a. System of accounting**

The financial statements of the Group are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 ("Act"), except in case of significant uncertainties.

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. It is held primarily for the purpose of being traded:

- It is expected to be realized within 12 months after the reporting date;
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
 - It is expected to be settled in the Group's normal operating cycle;
 - It is held primarily for the purpose of being traded;
 - It is due to be settled within 12 months after the reporting date;
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.
- Deferred tax assets and liabilities are classified as non-current only.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Group.

CONSOLIDATED FINANCIAL STATEMENTS

1.3. Basis for consolidation:

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of the subsidiary used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

The consolidated financial statements present the consolidated accounts of the Company along with its following subsidiaries:

| | Entity | Proportion of Ownership Interest as at 31 st March 2022 |
|---|---|---|
| 1 | Tamboli Castings Limited | 100.00% |
| 2 | Tamboli Metaltech Private Limited (w.e.f. 21st May, 2021) | 100.00% |
| 3 | Tamboli Profiles Private Limited (w.e.f. 21st May, 2021) | 100.00% |

The consolidated financial statements have been prepared on the following basis:

Subsidiaries

- a) A subsidiary is an entity over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company.
- b) The Company combines the financial statements of the parent and its wholly-owned subsidiary company on a line by line basis, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions among the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Company.
- c) A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity.

c. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) On transition to Ind AS, the Group has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2018 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2018.
- (v) The Group depreciates property, plant and equipment on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.

d. Investments and financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

CONSOLIDATED FINANCIAL STATEMENTS

Financial assets are not reclassified subsequent to their recognition except if and in the period the Group changes its business model for managing financial assets.

Financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition.

e. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost, including all charges in bringing the materials to the present location, or net realizable value, whichever is lower.
- (ii) Finished goods and work-in-progress are valued at material cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Company.

f. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

g. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.

h. Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.

i. Financial liabilities

- (i) Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

j. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

k. Revenue recognition

- (i) Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

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- (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.
- (iii) Domestic sales are accounted for on dispatch from point of sale corresponding to transfer of significant risks and rewards of ownership to the buyer. Export sales are recognised on the date of mate's receipt/shipped on board signifying transfer of risks and rewards of ownership to the buyer as per terms of sales and initially recorded at the relevant exchange rates prevailing on the date of transaction.
- (iv) Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.
- (v) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

l. Custom Duty and GST:

Purchased of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

m. Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

n. Impairment of non financial assets

As at each reporting date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

o. Taxation

- (i) Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- (ii) Deferred tax is determined by applying the balance sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the reporting date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each reporting date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities.

p. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the company operates ("the functional currency"). The financial statements are presented in Indian Rupee (INR), which is the company's functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

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- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

q. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Group has no further obligations beyond the monthly contributions.
- (ii) The Group provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Group's obligation into current and non-current is as per the actuarial valuation report.
- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Group. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the Statement of Profit and Loss.

r. Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

s. Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

t. Provisions and contingent liabilities

The Company creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

u. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

v. Segment reporting

Operating Segments are reported in manner which is consistent with the internal reporting system of the Company. The Chief Operating Decision Maker (CODM) is responsible for allocating the resources and reviews performance.

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Note No. 2 Property, plant and equipment

(₹ in lacs)

| Particulars | Freehold land | Buildings | Plant & Equipments | Office Equipment | Furniture & Fixture | Vehicles | Total |
|--|---------------|-----------|--------------------|------------------|---------------------|----------|----------------|
| Cost/deemed cost | | | | | | | |
| As at 31 st March 2020 | 172.45 | 757.61 | 4429.60 | 255.13 | 37.10 | 245.76 | 5897.65 |
| Additions | - | 48.10 | 443.40 | 106.47 | 0.83 | 36.64 | 635.44 |
| Disposals | - | - | (10.12) | - | - | - | (37.41) |
| As at 31 st March 2021 | 172.45 | 805.71 | 4862.88 | 361.60 | 37.93 | 255.11 | 6495.68 |
| Additions | - | 182.63 | 110.99 | 20.47 | 1.60 | 32.34 | 348.03 |
| Adjustments on acquisition of subsidiaries | - | 409.46 | 380.15 | 6.79 | 1.04 | - | 797.44 |
| Disposals | - | - | (48.29) | - | - | (39.28) | (87.57) |
| As at 31 st March 2022 | 172.45 | 1397.80 | 5305.73 | 388.86 | 40.57 | 248.17 | 7553.58 |
| Depreciation and impairment | | | | | | | |
| As at 31 st March 2020 | - | 288.63 | 3201.57 | 216.14 | 28.79 | 115.50 | 3850.63 |
| Depreciation charged | - | 22.86 | 255.49 | 24.66 | 1.89 | 25.31 | 330.21 |
| Disposals | - | - | (8.62) | - | - | (25.00) | (33.62) |
| As at 31 st March 2021 | - | 311.49 | 3448.44 | 240.80 | 30.68 | 115.81 | 4147.22 |
| Depreciation charged | - | 34.00 | 300.79 | 46.84 | 1.80 | 23.44 | 406.87 |
| Adjustments on acquisition of subsidiaries | - | 80.92 | 140.43 | 6.18 | 0.58 | - | 228.11 |
| Disposals | - | - | (45.88) | - | - | (23.63) | (69.51) |
| As at 31 st March 2022 | - | 426.41 | 3843.78 | 293.82 | 33.06 | 115.62 | 4712.69 |
| Net carrying value | | | | | | | |
| As at 31 st March 2021 | 172.45 | 494.22 | 1414.44 | 120.80 | 7.25 | 139.30 | 2348.46 |
| As at 31 st March 2022 | 172.45 | 971.39 | 1461.95 | 95.04 | 7.51 | 132.55 | 2840.89 |

Capital work in progress ageing schedule is as follow:

| Particulars | Capital work in progress for a period of | | | | |
|------------------------------------|--|-----------|-----------|-------------------|-------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| 31st March, 2022 | | | | | |
| Projects in Progress | 24.57 | 13.80 | - | - | 38.37 |
| 31st march, 2021 | | | | | |
| Projects in Progress | 38.22 | 44.98 | - | - | 83.20 |

Note No. 3 Right of use assets

| Particulars | Building | Total |
|--|---------------|---------------|
| Gross carrying value | | |
| As at 1st April, 2021 | - | - |
| Adjustments on acquisition of subsidiaries | 189.63 | 189.63 |
| As at 31st March, 2022 | 189.63 | 189.63 |
| Accumulated depreciation | | |
| As at 1st April, 2021 | - | - |
| Adjustments on acquisition of subsidiaries | 15.55 | 15.55 |
| Depreciation charged | 1.69 | 1.69 |
| As at 31st March, 2022 | 17.24 | 17.24 |
| Net Carrying value | | |
| As at 31st March, 2021 | - | - |
| As at 31st March, 2022 | 172.39 | 172.39 |

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Note No. 4 Intangible assets

| (₹ in lacs) | | | |
|--|--------------------|-------------------|--------------|
| Particulars | Technical Know-how | Computer Software | Total |
| Gross carrying value | | | |
| As at 1st April, 2020 | - | - | - |
| Adjustments on acquisition of subsidiaries | 53.46 | 14.84 | 68.30 |
| Disposals | - | - | - |
| As at 31st March, 2021 | 53.46 | 14.84 | 68.30 |
| Accumulated depreciation | | | |
| As at 1st April, 2021 | - | - | - |
| Adjustments on acquisition of subsidiaries | 30.49 | 13.50 | 43.98 |
| Depreciation charged | 4.60 | 0.59 | 5.20 |
| Disposals | - | - | - |
| As at 31st March, 2022 | 35.09 | 14.09 | 49.18 |
| Net Carrying value | | | |
| As at 31st March, 2021 | - | - | - |
| As at 31st March, 2022 | 18.37 | 0.75 | 19.12 |

Note No. 5 Non-Current Investments

| (₹ in lacs) | | | | |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Particulars | Non-current | | Current | |
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Investment valued at fair value through OCI | | | | |
| Tamboli Chemico (India) Private Limited 11,000 equity shares of ₹ 10 each | 1.10 | 1.10 | - | - |
| Total non-current investments | 1.10 | 1.10 | - | - |
| Aggregate amount of unquoted investments | 1.10 | 1.10 | - | - |

Note No. 6 Loans (Unsecured)

| (₹ in lacs) | | | | |
|------------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Particulars | Non-current | | Current | |
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Loans | | | | |
| to others (Considered good) | 10.07 | 0.55 | 15.67 | 24.52 |
| to others (doughtful) | 13.66 | 9.00 | - | - |
| Less: Provision for doubtful debts | (13.66) | (9.00) | - | - |
| Total loans | 10.07 | 0.55 | 15.67 | 24.52 |

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Note No. 7 Other financial assets

(₹ in lacs)

| Particulars | Non-current | | Current | |
|---|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Term deposits with maturity of more than 12 months* | 151.74 | 1875.72 | - | - |
| Security deposits | 19.12 | 15.60 | - | - |
| Claim receivables | - | - | 281.05 | 366.50 |
| Interest receivables | - | - | 21.27 | 46.39 |
| Total other financial assets | 170.86 | 1891.32 | 302.32 | 412.89 |

*under lien against bank guarantees and letter of credits ₹ 2.73 (₹ 164.38) lacs

Note No. 8 Other assets

(₹ in lacs)

| Particulars | Non-current | | Current | |
|-------------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Capital advances | 103.48 | - | - | - |
| Prepaid expenses | - | - | 15.97 | 24.78 |
| Input credit receivables | - | - | 93.87 | 11.92 |
| Trade advances to suppliers | - | - | 45.06 | 61.75 |
| Advances to staff | - | - | - | 0.87 |
| Advance for purchase of investments | - | 250.00 | - | - |
| Other advances | - | - | 301.06 | 1.80 |
| Total other assets | 103.48 | 250.00 | 455.96 | 101.12 |

Note No. 9 Inventories

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|-------------------|--------------------------------|--------------------------------|
| Stores & Spares | 401.78 | 316.05 |
| Raw materials | 69.77 | 58.35 |
| Finished goods | 588.06 | 355.34 |
| Stock-in-trade | - | 20.25 |
| Work-in-progress | 684.74 | 485.60 |
| Total inventories | 1744.35 | 1235.59 |

Note No. 10 Trade Receivables

(Unsecured, considered good unless otherwise stated)

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|--------------------------------|--------------------------------|
| Unsecured, considered good | 1771.55 | 1610.04 |
| Unsecured, significant increase in credit risk | 109.97 | 6.06 |
| Unsecured, considered doubtful | - | - |
| Less: Loss allowance for doubtful debts | (2.79) | (0.30) |
| Total trade receivables | 1878.73 | 1615.80 |

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Note No. 10.1

Trade Receivables Ageing Schedule

| Particular | Outstanding for the following period from due date of payment | | | | | Total |
|---|---|-------------------|-------------|-------------|----------|----------------|
| | <6 Months | 6 months – 1 Year | 1 - 2 Years | 2 – 3 Years | >3 Years | |
| 31st March, 2022 | | | | | | |
| Undisputed trade receivables – considered good | 1771.55 | - | - | - | - | 1771.55 |
| Undisputed trade receivables – which have significant increase in credit risk | 109.92 | 0.05 | - | - | - | 109.97 |
| Total | 1881.47 | 0.05 | - | - | - | 1881.52 |
| 31st March, 2021 | | | | | | |
| Undisputed trade receivables – considered good | 1610.04 | - | - | - | - | 1610.04 |
| Undisputed trade receivables – which have significant increase in credit risk | 6.06 | - | - | - | - | 6.06 |
| Total | 1616.10 | | | | | 1616.10 |

Note No. 11

Cash and cash equivalents

| Particulars | (₹ in lacs) | |
|--|-----------------------------|-----------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| Balance with bank | 187.77 | 108.93 |
| Short term deposits * | 175.11 | 338.47 |
| Cash on hand | 13.85 | 12.09 |
| Total cash and cash equivalents | 376.73 | 459.49 |
| * under lien against bank guarantees and letter of credits ₹138.47 lacs in the previous year | | |

Note No. 12

Other bank balances

| Particulars | (₹ in lacs) | |
|---|-----------------------------|-----------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| Other term deposits * | 738.22 | 345.92 |
| Unclaimed dividend accounts | 7.78 | 7.51 |
| Total other bank balances | 746.00 | 353.43 |
| * There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31 st March. | | |
| * under lien against bank guarantee and letter of credits ₹ 58.42 (₹ 50.33) Lacs | | |

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Note No. 13 Income tax assets

| (₹ in lacs) | | |
|---|-----------------------------|-----------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| The following table provides the details of income tax assets and liabilities | | |
| Income tax assets | 1121.78 | 856.21 |
| Current income tax liabilities | (1142.16) | (773.62) |
| Net balance | (20.38) | 82.59 |
| The gross movement in the current tax asset/(liability) | | |
| Net current income tax asset at the beginning | 82.59 | 65.86 |
| Income tax paid (net of refunds) | 405.85 | 345.04 |
| Current income tax expense | 508.82 | 328.31 |
| Income tax on other comprehensive income | - | - |
| Net current income tax asset at the end | (20.38) | 82.59 |

Note No. 14 Equity share capital

| (₹ in lacs) | | |
|--|-----------------------------|-----------------------------|
| Particulars | 31 st March 2022 | 31 st March 2021 |
| Authorised: | | |
| 2,00,00,000 (2,00,00,000) equity shares of ₹ 10 each | 2000.00 | 2000.00 |
| | 2000.00 | 2000.00 |
| Issued, Subscribed and Paid up | | |
| 99,20,000 equity shares of ₹ 10 each | 992.00 | 992.00 |
| Total equity share capital | 992.00 | 992.00 |

a. Equity shares issued as fully paid up bonus shares or otherwise than by cash during the preceding five years: NIL

b. Reconciliation of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As on 31 st March, 2022 | | As on 31 st March, 2021 | |
|--------------------------------------|------------------------------------|--------|------------------------------------|--------|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| Equity Shares: | | | | |
| Balance at the beginning of the year | 99,20,000 | 100.00 | 99,20,000 | 100.00 |
| Issued during the year | - | - | - | - |
| Balance at end of the year | 99,20,000 | 100.00 | 99,20,000 | 100.00 |

c. Shares held by promoters and promoter groups:

| Name of Shareholder | As at 31 st March, 2022 | | As at 31 st March, 2021 | | Change (%) |
|-----------------------------------|------------------------------------|--------------|------------------------------------|--------------|------------|
| | Nos. | % of holding | Nos. | % of holding | |
| Vaibhav B. Tamboli | 39,53,900 | 39.86 | 34,50,352 | 34.78 | 14.59 |
| Bipin F. Tamboli – HUF | 4,86,112 | 4.90 | 4,86,112 | 4.90 | - |
| Mehul B. Tamboli | - | - | 4,83,008 | 4.87 | 100.00 |
| Bharati Bipin Tamboli | 4,78,400 | 4.82 | 4,78,400 | 4.82 | - |
| Mebhav Investment Private Limited | 2,24,600 | 2.26 | 2,24,600 | 2.26 | - |
| Nikita V. Tamboli | 48,000 | 0.48 | 48,000 | 0.48 | - |
| P A Subramanian | 3,200 | 0.03 | 3,200 | 0.03 | - |
| Annushri M. Tamboli | 928 | 0.01 | 928 | 0.01 | - |

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| Name of Shareholder | As at 31 st March, 2021 | | As at 31 st March, 2020 | | Change (%) |
|-----------------------------------|------------------------------------|--------------|------------------------------------|--------------|---------------|
| | Nos. | % of holding | Nos. | % of holding | |
| Vaibhav B. Tamboli | 34,50,352 | 34.78 | 34,50,352 | 34.78 | - |
| Bipin F. Tamboli – HUF | 4,86,112 | 4.90 | 4,86,112 | 4.90 | - |
| Mehul B. Tamboli | 4,83,008 | 4.87 | 4,83,008 | 4.87 | - |
| Bharati Bipin Tamboli | 4,78,400 | 4.82 | 4,78,400 | 4.82 | - |
| Mebhav Investment Private Limited | 2,24,600 | 2.26 | 2,24,600 | 2.26 | - |
| Nikita V. Tamboli | 48,000 | 0.48 | 48,000 | 0.48 | - |
| P A Subramanian | 3,200 | 0.03 | 3,200 | 0.03 | - |
| Annushri M. Tamboli | 928 | 0.01 | 928 | 0.01 | - |

d. Shares held by each shareholder holding more than five percent shares:

| Name of shareholder | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-----------------------|-----------------------------------|--------------|-----------------------------------|--------------|
| | Nos. | % of holding | Nos. | % of holding |
| Vaibhav Bipin Tamboli | 39,53,900 | 39.86 | 34,50,352 | 34.78 |

e. Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 10 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the Board of Directors and approved by the shareholders in Annual General Meeting is paid to the shareholders.

Note No. 15 Other equity

| Particulars | (₹ in lacs) | |
|---|-----------------------------|-----------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| General reserve | | |
| Balance at the beginning of the year | 5312.40 | 5312.40 |
| Add: transferred from retained earnings | - | - |
| Balance at the end of the year | 5312.40 | 5312.40 |
| Retained earnings | | |
| Balance at the beginning of the year | 1866.70 | 978.45 |
| Profit for the year | 1300.26 | 937.85 |
| Appropriations | | |
| Final dividend, declared and paid during the year | (89.28) | (49.60) |
| Balance at the end of the year | 3077.68 | 1866.70 |
| Other components of equity | | |
| Remeasurement of defined benefit plans (net of tax) | (2.75) | 6.42 |
| | (2.75) | 6.42 |
| Total other equity | 8387.33 | 7185.52 |

General reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Company can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Retained earnings: Retained earnings are the profits that the Company has earned till date, less transferred to general reserve, dividends or other distributions paid to shareholders.

Remeasurement of defined benefit plans: The Company has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The company transfers amount from this reserve to retained earnings when the relevant obligations are derecognized.

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Note No. 16 Borrowings

(₹ in lacs)

| Particulars | Non-current | | Current | |
|------------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Secured | | | | |
| Working capital finance from banks | - | - | 432.25 | 0.06 |
| | - | - | 432.25 | 0.06 |
| Unsecured | | | | |
| Inter Corporate Loans | 938.16 | - | - | - |
| | - | - | - | - |
| Total borrowings | 938.16 | - | 432.25 | 0.06 |

Note No. 17 Other financial liabilities

(₹ in lacs)

| Particulars | Non-current | | Current | |
|-------------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Security deposits | 4.25 | 0.39 | 6.13 | 9.76 |
| Unclaimed dividends | - | - | 7.78 | 7.51 |
| Payable towards services received | - | - | 101.29 | 27.91 |
| Forward contracts premium payable | - | - | 1.45 | - |
| Total other financial assets | 4.25 | 0.39 | 116.65 | 45.18 |

Note No. 18 Provisions

(₹ in lacs)

| Particulars | Non-current | | Current | |
|---------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Provision for leave encashment | 30.58 | 22.94 | 5.20 | 4.01 |
| Provision for bonus | - | - | 74.40 | 69.43 |
| Gratuity fund obligations (net) | 18.03 | - | 38.16 | 34.45 |
| Total provisions | 48.61 | 22.94 | 117.76 | 107.89 |

Note No. 19 Deferred tax liabilities

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|--------------------------------|--------------------------------|
| Deferred tax liabilities/(assets) | | |
| On account of timing difference in | | |
| Depreciation on property, plant & equipment | 95.55 | 34.22 |
| Provision for doubtful debts | (99.17) | (2.26) |
| Disallowance u/s 40(a) and 43B of the Income Tax Act | 0.92 | (15.80) |
| | (2.70) | 16.16 |

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Note No. 20 Other liabilities

(₹ in lacs)

| Particulars | Non-current | | Current | |
|-------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 | 31 st March 2022 | 31 st March 2021 |
| Advances from customers | - | - | 1.89 | 46.92 |
| Statutory liabilities | - | - | 76.32 | 66.09 |
| Other liabilities | - | - | 0.36 | - |
| Total provisions | - | - | 78.57 | 113.01 |

Note No. 21 Trade payables

(₹ in lacs)

| Particulars | Current | |
|--|--------------------------------|--------------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| Trade payables | | |
| Total outstanding dues of micro and small enterprises (refer note no. 36) | 117.95 | 30.20 |
| Total outstanding dues of creditors other than micro and small enterprises | 275.43 | 346.71 |
| Total Trade Payables | 393.38 | 376.91 |

Note No. 21.1 Trade Receivables Ageing Schedule

(₹ in lacs)

| Particular | Not Due | Ageing for the following period from due date of pay | | | | Total |
|------------------------------|---------------|--|--------------|-----------|--------------|---------------|
| | | Less than 1 Year | 1-2 Years | 2-3 Years | >3 Years | |
| 31 st March, 2022 | | | | | | |
| Outstanding dues to MSME | 100.67 | 17.28 | - | - | - | 117.95 |
| Others | 169.49 | 65.82 | - | - | 40.12 | 275.43 |
| Total | 270.16 | 83.10 | - | - | 40.12 | 393.38 |
| 31 st March, 2021 | | | | | | |
| Outstanding dues to MSME | 30.20 | - | - | - | - | 30.20 |
| Others | 345.85 | 0.86 | - | - | - | 346.71 |
| Total | 376.05 | 0.86 | - | - | 20.32 | 376.91 |

Note No. 22 Revenue from operations

(₹ in lacs)

| Particulars | 2021-2022 | 2020-2021 |
|--------------------------------------|-----------|-----------|
| Revenue from sale of products | | |
| Export sales | 7577.87 | 6002.47 |
| Domestic sales | 396.09 | 383.19 |
| | 7973.96 | 6385.66 |
| Other operating revenue: | | |
| Export incentives and credits | 62.76 | 88.79 |
| Interest receipts | 6.99 | 193.13 |
| Other operating income | 5.29 | 22.41 |
| | 75.04 | 304.33 |
| Total revenue from operations | 8049.00 | 6689.99 |

CONSOLIDATED FINANCIAL STATEMENTS

Note No. 23 Other income

| (₹ in lacs) | | |
|-----------------------------------|-----------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Foreign currency fluctuation gain | 72.49 | 56.43 |
| Insurance Claim received | 4.62 | - |
| Profit on sale of assets (net) | - | 2.07 |
| Provision written back | - | 4.25 |
| Miscellaneous income | 8.11 | 1.68 |
| Total other income | 85.22 | 64.43 |

Note No. 24 Cost of material consumed

| (₹ in lacs) | | |
|---------------------------------|-----------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Raw materials consumed | | |
| Opening stock | 58.35 | 53.76 |
| Add: Purchases | 1357.80 | 659.59 |
| | 1416.15 | 713.35 |
| Less: Closing stock | (69.77) | (58.35) |
| Total raw material consumed | 1346.38 | 655.00 |
| Total cost of material consumed | 1346.38 | 655.00 |

Note No. 25 Change in inventories

| (₹ in lacs) | | |
|------------------------|-----------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Closing stock | | |
| Work-in-progress | 684.74 | 485.60 |
| Finished goods | 588.06 | 355.34 |
| Stock-in-trade | - | 20.25 |
| | 1272.80 | 861.19 |
| Opening stock | | |
| Work-in-progress | 485.60 | 652.35 |
| Finished goods | 355.34 | 482.61 |
| Stock-in-trade | 20.25 | 18.33 |
| | 861.19 | 1,153.29 |
| Changes in inventories | (411.61) | 292.10 |

Note No. 26 Employee benefit expenses

| (₹ in lacs) | | |
|--|-----------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Salaries, wages and bonus | 813.44 | 721.38 |
| Director remuneration | 101.92 | 110.53 |
| Gratuity | 18.81 | 20.00 |
| Leave compensation | 12.17 | 1.52 |
| Contribution to provident fund & other funds | 82.16 | 73.23 |
| Staff welfare expenses | 60.12 | 20.83 |
| Total employee benefit expenses | 1088.62 | 947.49 |

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Note No. 27 Finance costs

| (₹ in lacs) | | |
|---|--------------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Interest and finance charges on financial liabilities carried at amortised cost: | | |
| Banks | 9.02 | 19.12 |
| Income tax | 4.36 | 0.03 |
| Others | 51.20 | 1.18 |
| | 64.58 | 20.33 |
| Other borrowing cost | 3.47 | - |
| Total finance costs | 68.05 | 20.33 |

Note No. 28 Depreciation and amortisation expenses

| (₹ in lacs) | | |
|--|---------------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Depreciation on tangible assets | 406.87 | 330.21 |
| Depreciation on intangible assets | 6.89 | - |
| Total depreciation and amortization expenses | 413.76 | 330.21 |

Note No. 29 Other expenses

| (₹ in lacs) | | |
|--|----------------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Manufacturing expenses | | |
| Power and fuel | 774.96 | 614.99 |
| Machinery repair and maintenance | 39.04 | 34.38 |
| Stores & Spares | 1182.27 | 947.92 |
| Fettling and other external processing charges | 869.22 | 640.85 |
| Other expenses | 287.86 | 298.49 |
| | 3153.35 | 2,536.63 |
| Selling and general expenses | | |
| Sales commission | - | 4.11 |
| Export freight and insurance | 31.92 | 58.64 |
| Other selling expenses | 86.56 | 153.21 |
| | 118.48 | 215.96 |
| Administrative and other expenses | | |
| Travelling and conveyance expenses | 57.82 | 42.98 |
| Insurance premiums | 21.00 | 11.75 |
| Advertisement expenses | 1.39 | 6.31 |
| Repairs to buildings and others | 104.65 | 31.29 |
| Legal and professional fees | 163.96 | 112.53 |
| Corporate social responsibility expenses | 17.90 | 16.04 |
| Donations | 0.65 | 0.01 |
| Payment to auditors | 7.09 | 5.27 |
| Director sitting fees | 10.97 | 7.45 |
| Bank discount, commission and other charges | 30.78 | 19.36 |
| Rates and taxes | 2.51 | 46.91 |
| Provision for doubtful debts and balance written off | 2.20 | - |
| Loss on sale of assets (net) | 0.41 | - |
| Miscellaneous expenses | 129.92 | 97.88 |
| | 551.25 | 397.78 |
| Total other expenses | 3823.08 | 3150.37 |

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Expenditure towards Corporate Social Responsibility (CSR) activities

| | | |
|---|---|-------|
| Gross amount required to be spent by the Company during the year | | |
| 1. Amount required to be spent u/s 135(5) of the Companies Act 2013 | 17.90 | 16.04 |
| 2. Amount spent in cash during the year | | |
| (i) Construction/acquisition of any asset | - | - |
| (ii) On purposes other than (i) above | 17.90 | 16.04 |
| 3. Shortfall at the end of the year | - | - |
| 4. Nature of CSR activities | Education, health, wellness, animal welfare | |
| 5. Details of related party transactions in relation to CSR expenditure to Fulchand P. Tamboli Charitable Trust | 17.90 | 15.43 |

Payment to auditors*

| | | |
|---|------|------|
| Audit fees (including quarterly limited review) | 4.53 | 3.10 |
| Taxation matters | 0.25 | 0.25 |
| Other services | 2.31 | 1.92 |
| | 7.09 | 5.27 |

Note No. 30 Earnings per share

| (₹ in lacs) | | |
|--|-----------|-----------|
| Particulars | 2021-2022 | 2020-2021 |
| Profit for the year (Indian ₹ in lacs) | 1300.26 | 937.85 |
| Weighted average number of shares (Nos) | 9,920,000 | 9,920,000 |
| Earnings per share (basic and diluted) (₹) | 13.11 | 9.45 |
| Face value per share (₹) | 10.00 | 10.00 |

Note No. 31 Fair value measurement Financial instruments by category:

| Particulars | 31 st March 2022 | | | | 31 st March 2021 | | | |
|---|-----------------------------|-------|----------------|------------|-----------------------------|-------|----------------|------------|
| | FVPL | FVOCI | Amortised cost | Fair Value | FVPL | FVOCI | Amortised cost | Fair Value |
| Financial assets | | | | | | | | |
| Investments | - | 1.10 | - | 1.10 | - | 1.10 | - | 1.10 |
| Trade receivables | - | - | 1878.73 | 1878.73 | - | - | 1,615.80 | 1,615.80 |
| Loans: non- current | - | - | 10.07 | 10.07 | - | - | 0.55 | 0.55 |
| Loans: current | - | - | 15.67 | 15.67 | - | - | 24.52 | 24.52 |
| Other financial assets- non-current | - | - | 170.86 | 170.86 | - | - | 1,891.32 | 1,891.32 |
| Other financial assets-current | - | - | 302.32 | 302.32 | - | - | 412.89 | 412.89 |
| Cash and cash equivalents | - | - | 376.73 | 376.73 | - | - | 459.49 | 459.49 |
| Other bank balances | - | - | 746.00 | 746.00 | - | - | 353.43 | 353.43 |
| Total financial assets | - | 1.10 | 3500.38 | 3501.48 | - | 1.10 | 4,758.00 | 4,759.10 |
| Financial liabilities | | | | | | | | |
| Long term borrowings | - | - | 938.16 | 938.16 | - | - | - | - |
| Short term borrowings | - | - | 432.25 | 432.25 | - | - | 0.06 | 0.06 |
| Trade payables | - | - | 393.38 | 393.38 | - | - | 376.91 | 376.91 |
| Other financial liabilities-non-current | - | - | 4.25 | 4.25 | - | - | 0.39 | 0.39 |
| Other financial liabilities-current | - | - | 116.65 | 116.65 | - | - | 45.18 | 45.18 |
| Total financial liabilities | - | - | 1884.69 | 1884.69 | - | - | 422.54 | 422.54 |

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Note No. 32

Financial risk management

The Groups' activities expose it to credit risk, liquidity risk and market risk

| Risk | Exposure arising from | Measurement | Management |
|----------------|---|---|--|
| Credit Risk | Cash and cash equivalents, financial assets and trade receivables | Credit ratings/ Aging analysis, credit evaluation | Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days |
| Liquidity Risk | Other liabilities | Maturity analysis | Maintaining sufficient cash/cash equivalents and marketable securities |
| Market Risk | Financial assets and liabilities not denominated in INR | Sensitivity analysis | Constant evaluation and proper risk management policies |

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Group. The maximum exposure of the financial assets represents trade receivables and other receivables.

In respect of trade receivables, the Group uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Group. The Group regularly reviews trade receivables and necessary provisions, wherever required, are made in the financial statements.

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

| (₹ in lacs) | | | |
|---|--------------------------------|--------------------|----------------|
| Particulars | Less than or equal to one year | More than one year | Total |
| As on 31st March 2022 | | | |
| Financial Assets | | | |
| Non-current investments | - | 1.10 | 1.10 |
| Loans | 15.67 | 10.07 | 25.74 |
| Trade receivables | 1878.73 | - | 1878.73 |
| Cash and cash equivalents | 376.73 | - | 376.73 |
| Other bank balances | 746.00 | - | 746.00 |
| Other financial assets | 302.32 | 170.86 | 473.18 |
| Total financial assets | 3319.45 | 182.03 | 3501.48 |
| Financial liabilities | | | |
| Long term borrowings | - | 938.16 | 938.16 |
| Short term borrowings | 432.25 | - | 432.25 |
| Trade payables | 393.38 | - | 393.38 |
| Other financial liabilities | 116.65 | 4.25 | 120.90 |
| Total financial liabilities | 942.28 | 942.41 | 1884.69 |
| As on 31st March 2021 | | | |
| Financial Assets | | | |
| Non-current investments | - | 1.10 | 1.10 |
| Loans | 24.52 | 0.55 | 25.07 |
| Trade receivables | 1615.80 | - | 1615.80 |
| Cash and cash equivalents | 459.49 | - | 459.49 |
| Other bank balances | 353.43 | - | 353.43 |
| Other financial assets | 412.89 | 1891.32 | 2304.21 |
| Total financial assets | 2866.13 | 1892.97 | 4759.10 |
| Financial liabilities | | | |
| Long term borrowings | - | - | - |
| Short term borrowings | 0.06 | - | 0.06 |
| Trade payables | 376.91 | - | 376.91 |
| Other financial liabilities | 45.18 | 0.39 | 45.57 |
| Total financial liabilities | 422.15 | 0.39 | 422.54 |

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

CONSOLIDATED FINANCIAL STATEMENTS

The Group has several balances in foreign currency and consequently, the Group is exposed to foreign exchange risk. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

b) Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

| Particulars | Increase/decrease in basis points | (₹ in lacs) Effect of profit before tax |
|----------------|--------------------------------------|---|
| | | |
| March 31, 2022 | +100 | 4.32 |
| | -100 | (4.32) |
| March 31, 2021 | +100 | - |

c) Exposure in foreign currency – Hedged

| Currency | 31 st March 2022 | (₹ in lacs) 31 st March 2021 |
|-----------------------|-----------------------------|--|
| Option Contract - Buy | | |
| USD | 4.05 | - |

d) Exposure in foreign currency – Unhedged

| Currency | 31 st March 2022 | (₹ in lacs) 31 st March 2021 |
|--------------------|-----------------------------|--|
| Receivables | | |
| USD | 16.56 | 12.88 |
| EURO | 12.12 | 9.57 |
| Payables | | |
| USD | - | - |
| EURO | 0.11 | 0.01 |

e) Foreign currency sensitivity

The Group is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

| Particulars | Currency | Change in rate | (₹ in lacs) Effect of profit |
|----------------|----------|----------------|---------------------------------|
| | | | |
| March 31, 2022 | USD | +5% | 62.76 |
| | USD | -5% | (62.76) |
| March 31, 2021 | USD | +5% | 48.82 |
| | USD | -5% | (48.82) |
| March 31, 2022 | EURO | +5% | 50.56 |
| | EURO | -5% | (50.56) |
| March 31, 2021 | EURO | +5% | 40.25 |
| | EURO | -5% | (40.25) |

Capital Management

The Group's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Group ensures optimal credit risk profile to maintain/enhance credit rating.

The Group determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

The following table summarises the capital of the Group:

| Particulars | (₹ in lacs) As at | |
|----------------------------|-----------------------------|-----------------------------|
| | 31 st March 2022 | 31 st March 2021 |
| Total debt | 1370.41 | 0.06 |
| Total equity | 9379.33 | 8177.52 |
| Total debt to equity ratio | 0.15 | 0.00 |

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Dividends

(₹ in lacs)

| Dividends recognised in the financial statements | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Final dividend for the year ended 31st March of ₹ 0.90 (0.50) per equity share | 89.28 | 49.60 |
| Dividends not recognised in the financial statements | | |
| The Board of Directors have recommended the payment of final dividend of ₹ 1.00 (0.90) per share for the financial year 2021-22. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting | 99.20 | 89.28 |

Note No. 34 Contingent Liabilities

(₹ in lacs)

| No. | Particulars | 31 st March 2022 | 31 st March 2021 |
|-----|--|-----------------------------|-----------------------------|
| 1 | In respect of guarantees given by the bank and counter guaranteed by the Company | 207.34 | 173.36 |
| 2 | In respect of disputed income tax liabilities | 90.82 | 90.82 |
| 3 | In respect of service tax and excise liabilities | 2.76 | 2.76 |

Note No. 35 Employee benefits

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Company makes contributions to approved gratuity fund.

(₹ in lacs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Amount recognised in balance sheet | | |
| Present value of funded defined benefit obligation | 144.61 | 132.42 |
| Fair value of plan assets | 88.42 | 97.97 |
| Net funded obligation | (56.19) | (34.45) |
| Expense recognised in the statement of profit and loss | | |
| Current service cost | 16.57 | 17.10 |
| Interest on net defined benefit asset | 2.24 | 2.90 |
| Past service cost | - | - |
| Total expense charged to profit and loss Account | 18.81 | 20.00 |
| Amount recorded as other comprehensive income | | |
| Opening amount recognised in OCI outside profit & loss Account | | |
| Remeasurements during the period due to: | | |
| Return on plan assets, excluding interest income | 11.82 | (0.26) |
| Actual (gain)/losses on obligation for the period | 0.44 | (15.94) |
| Closing amount recognised in OCI outside profit & loss account | 12.26 | (16.20) |
| Reconciliation of net liability/(asset) | | |
| Opening net defined benefit liability/(asset) | 34.45 | 44.04 |
| Expense charged to profit and loss account | 18.81 | 20.00 |
| Amount recognised outside profit and loss account | 12.26 | (16.20) |
| Benefits paid | (0.94) | - |
| Employer contributions | (8.39) | (13.39) |
| Closing net defined benefit liability/(asset) | 56.19 | 34.45 |
| Movement in benefit obligation | | |
| Opening of defined benefit obligation | 132.42 | 131.17 |
| Current service cost | 16.57 | 17.10 |
| Interest on defined benefit obligation | 8.59 | 8.64 |
| Actuarial loss/(gain) arising from change in financial assumptions | 11.83 | (15.92) |
| Benefits paid | (24.80) | (8.57) |
| Closing of defined benefit obligation | 144.61 | 132.42 |
| Movement in plan assets | | |
| Opening fair value of plan assets | 97.97 | 87.13 |
| Return on plan assets | (0.44) | 0.27 |
| Interest income | 6.36 | 5.75 |
| Contributions by employer | 8.39 | 13.39 |
| Benefits paid | (23.86) | (8.57) |
| Closing of defined benefit obligation | 88.42 | 97.97 |

CONSOLIDATED FINANCIAL STATEMENTS

Principal actuarial assumptions

| | | |
|-----------------------------|-------|-------|
| Discount Rate | 6.84% | 6.49% |
| Salary escalation rate p.a. | 7.00% | 7.00% |

Sensitivity analysis for significant assumption is as shown below:

(₹ in lacs)

| No. | Sensitivity level | 31 st March 2022 | 31 st March 2021 |
|-----|---------------------------------|-----------------------------|-----------------------------|
| 1 | Discount Rate - 1% Increase | (8.93) | (8.77) |
| 2 | Discount Rate - 1% Decrease | 10.26 | 10.13 |
| 3 | Salary - 1% Increase | 9.14 | 8.92 |
| 4 | Salary - 1% Decrease | (8.09) | (7.85) |
| 5 | Employee Turnover - 1% Increase | 0.18 | (0.01) |
| 6 | Employee Turnover - 1% Decrease | (0.20) | 0.01 |

The following are the expected future benefit payments for the defined benefit plan:

(₹ in lacs)

| No. | Particulars | 31 st March 2022 | 31 st March 2021 |
|-----|---------------------------|-----------------------------|-----------------------------|
| 1 | Within the next 12 months | 21.29 | 14.78 |
| 2 | Between 2 and 5 years | 55.31 | 54.07 |
| 3 | Beyond 5 years | 184.47 | 171.52 |

Note No. 36

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2021-22, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(₹ in lacs)

| No. | Particulars | 31 st March 2022 | 31 st March 2021 |
|-----|---|-----------------------------|-----------------------------|
| 1 | Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per MSMED Act) | | |
| 2 | Principal amount due to micro and small enterprise | 117.95 | 30.20 |
| 3 | Interest due on above | - | - |

Note No. 37

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

| Sr. No. | Particulars | Country of incorporation |
|----------|--|------------------------------------|
| A | Associates | |
| 1 | Tamboli Enterprise Limited (formerly known Tamboli Exim Limited) | India |
| 2 | Tamboli Travels & Tours | India |
| 3 | Mebhav Financial Services Private Limited | India |
| 4 | Tamboli Corporation Private Limited | India |
| B | Key management personnel and relatives | |
| 1 | Mr. B F Tamboli | Chairman & Non Executive Director |
| 2 | Mr. P A Subramanian (upto 3 rd November, 2020) | Vice Chairman |
| 3 | Mr. P. S. Shenoy (upto 3 rd February, 2020) | Non Executive Director |
| 4 | Mr. Pradeep H Gohil (upto 20 th May, 2020) | Independent Director |
| 5 | Dr. Abhinandan K Jain | Non Executive Director |
| 6 | Mrs. Neha Gada | Independent Director |
| 7 | Mr. Mehul Tamboli (upto 29 th August, 2020) | Executive Director |
| 8 | Mr. Vaibhav Tamboli | Chairman, CEO & Executive Director |
| 9 | Mrs. Bharati B. Tamboli (w.e.f. 23 rd March, 2021) | Director |
| 10 | Mr. Anand B. Shah (w.e.f. 9 th May, 2020) | Independent Director |
| 11 | Mr. Suketu N. Shah (w.e.f. 25 th March, 2022) | Independent Director |
| 12 | Mr. Vipul H Pathak (w.e.f. 12 th November, 2021) | Director & Chief Financial Officer |
| 13 | Ms. Priyanka D Jasani | Company Secretary |

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(₹ in lacs)

| Nature of transactions | Year ended 31 st March 2022 | Year ended 31 st March 2021 |
|--|---|---|
| Associates | | |
| Purchase of material and services | | |
| Tamboli Travels & Tours | 10.19 | 4.69 |
| Tamboli Enterprise Limited | 0.57 | 42.05 |
| Total | 10.76 | 46.74 |
| Sale of Materials and services | | |
| Tamboli Enterprise Limited | 32.46 | 21.28 |
| Corporate Social Responsibilities | | |
| Fulchand P. Tamboli Charitable Trust | 17.90 | 15.43 |
| Loan granted and repaid | | |
| Tamboli Enterprise Limited | 4.90 | - |
| Outstanding balances: | | |
| Trade Payables | | |
| Tamboli Travels & Tours | 0.75 | 0.75 |
| Tamboli Enterprise Limited | - | 2.91 |
| | 0.75 | 3.66 |
| Loan Payable | | |
| Tamboli Corporation Private Limited | 1001.00 | - |

| | | |
|------------------------------------|--------|--------|
| Key management personnel | | |
| Professional Fees | 9.27 | 120.11 |
| MR. B F Tamboli | | |
| Employee benefit expenses | | |
| Mr. Vaibhav Tamboli | 97.70 | 62.42 |
| Mr. Vipul H Pathak | 4.22 | - |
| Others | 6.91 | 57.69 |
| | 108.83 | 120.11 |
| Sitting fees | | |
| Mr. B F Tamboli | 2.14 | 1.54 |
| Dr. Abhinandan K Jain | 2.97 | 2.57 |
| Mr. Vaibhav Tamboli | 1.10 | 1.09 |
| Mrs. Neha R Gada | 1.14 | 1.12 |
| Mr. Anand B. Shah | 1.14 | 0.97 |
| Mr. Pradeep H Gohil | - | 0.16 |
| Mrs. Bharati B. Tamboli | 2.10 | - |
| Mr. Vipul H. Pathak | 0.38 | - |
| Total | 10.97 | 7.45 |
| Loan repayment | | |
| Mr. B F Tamboli | 147.50 | - |
| Outstanding Balances | | |
| Other Financial Liabilities | | |
| Mr. P. A. Subramanian | - | 7.93 |
| Mr. Mehul Tamboli | - | 5.52 |
| Mr. Vaibhav Tamboli | 12.84 | 13.35 |
| | 12.84 | 26.80 |

CONSOLIDATED FINANCIAL STATEMENTS

Note No. 38

Disclosure in terms of Schedule III of the Companies Act, 2013

(₹ in lacs)

| Particulars | Net Assets | | Share in profit or (loss) | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|-----------------------------------|----------------|---------------------------------------|----------------|---|---------------|---|----------------|
| | As a % of consolidated net assets | ₹ | As a % of consolidated profit or loss | ₹ | As a % of consolidated other comprehensive income | ₹ | As a % of consolidated total comprehensive income | ₹ |
| 1. Parent | | | | | | | | |
| Tamboli Capital Limited | 17.44 | 1635.82 | 10.72 | 139.43 | - | - | 10.80 | 139.43 |
| 2. Subsidiaries | | | | | | | | |
| Tamboli Castings Limited | 86.42 | 8105.95 | 104.67 | 1360.93 | 100.00 | (9.17) | 104.70 | 1351.76 |
| Tamboli Metaltech Private Limited | (1.38) | (129.19) | (3.09) | (40.15) | - | - | (3.11) | (40.15) |
| Tamboli Profiles Private Limited | (0.87) | (81.68) | (2.02) | (26.33) | - | - | (2.04) | (26.33) |
| Add/(Less) : Inter-company eliminations | (1.62) | (151.57) | (10.28) | (133.62) | - | - | (10.35) | (133.62) |
| Total | 100.00 | 9379.33 | 100.00 | 1300.26 | 100.00 | (9.17) | 100.00 | 1291.09 |

Note No. 39

Segment reporting

The Group is organised into business units based on its products and services and has identified three reportable segments as follows:

- a) Investment activities
- b) Trading activities
- c) Manufacturing activities

The management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

(₹ in lacs)

| Segment Revenues, Results and Other Information | Investment | | Trading | | Manufacturing | | Total | |
|--|----------------|---------------|--------------|--------------|----------------|----------------|----------------|----------------|
| | 2021-22 | 2020-21 | 2021-22 | 2020-21 | 2021-22 | 2020-21 | 2021-22 | 2020-21 |
| REVENUE | | | | | | | | |
| External revenue | 6.99 | 193.14 | 33.46 | 97.37 | 8008.55 | 6399.48 | 8049.00 | 6689.99 |
| Inter segment revenue | 276.90 | 60.90 | - | - | - | - | 276.90 | 60.90 |
| Total | 283.89 | 254.04 | 33.46 | 97.37 | 8008.55 | 6399.48 | 8325.90 | 6750.89 |
| Less: Elimination- Inter Segment revenue | (276.90) | (60.90) | - | - | - | - | (276.90) | (60.90) |
| Total Revenue | 6.99 | 193.14 | 33.46 | 97.37 | 8008.55 | 6399.48 | 8049.00 | 6689.99 |
| SEGMENT RESULTS | (40.61) | 36.68 | 0.58 | 10.58 | 1901.39 | 1243.27 | 1861.36 | 1290.53 |
| Less: Unallocable expenditure/ (income) net of unallocable income/ expenditure | - | - | - | - | - | - | - | - |
| Operating Profit | (40.61) | 36.68 | 0.58 | 10.58 | 1901.39 | 1243.27 | 1861.36 | 1290.53 |
| Less: Interest Expenses | - | - | - | - | 68.05 | 20.33 | 68.05 | 20.33 |
| Profit before tax | (40.61) | 36.68 | 0.58 | 10.58 | 1833.34 | 1222.94 | 1793.31 | 1270.20 |
| Less: Tax expenses | 16.84 | 16.29 | - | - | 476.21 | 316.06 | 493.05 | 332.35 |
| Net Profit after tax | (57.45) | 20.39 | 0.58 | 10.58 | 1357.13 | 906.88 | 1300.26 | 937.85 |

CONSOLIDATED FINANCIAL STATEMENTS

Segment Assets and Liabilities

(₹ in lacs)

| Particulars | Investment | | Trading | | Manufacturing | | Total | |
|-----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2022 | As at March 31, 2021 | As at March 31, 2022 | As at March 31, 2021 | As at March 31, 2022 | As at March 31, 2021 | As at March 31, 2022 | As at March 31, 2021 |
| Segment Assets | 1678.90 | 1308.48 | - | 27.96 | 10972.22 | 8297.24 | 12651.12 | 9633.68 |
| Unallocated Corporate Assets | - | - | - | - | - | - | - | - |
| Total Assets | 1678.90 | 1308.48 | - | 27.96 | 10972.22 | 8297.24 | 12651.12 | 9633.68 |
| Segment Liabilities | 45.37 | 35.37 | - | 5.39 | 3226.42 | 1415.40 | 3271.79 | 1456.16 |
| Unallocated Corporate Liabilities | - | - | - | - | - | - | - | - |
| Total Liabilities | 45.37 | 35.37 | - | 5.39 | 3226.42 | 1415.40 | 3271.79 | 1456.16 |

| Revenue from External Customers | | (₹ in lacs) | |
|---|----------------|-------------|--|
| Particulars | 2021-22 | 2020-21 | |
| India | 335.88 | 542.30 | |
| Outside India | 7713.12 | 6147.69 | |
| Total revenue as per statement of profit & loss | 8049.00 | 6689.99 | |

Note No. 40

Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

- a. The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Group as at the balance sheet date.
- b. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- c. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d. The Group have not been declared as a willful defaulter by any lender who has powers to declare a the group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- e. The Group do not have any transactions with struck-off companies.
- f. The Group do not have any transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g. The Group have complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- h. The Group have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

CONSOLIDATED FINANCIAL STATEMENTS

- i The Group have not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 41 Balances for trade receivables, trade payables and loans and advances are subject to confirmations from the respective parties.
- 42 All the amounts are stated in ₹ in lacs, unless otherwise stated.
- 43 Figures of previous years have been regrouped and rearranged wherever necessary.

Signatures to Notes No. 1 to 43

As per our Report of even date
For P A R K & COMPANY
Chartered Accountants

ASHISH DAVE
Partner
Place: Bhavnagar
Dated: May 07, 2022

FOR AND ON BEHALF OF THE BOARD

V. B. Tamboli DIN: 00146081
A. B. Shah DIN: 00509866
DIRECTORS

V.H. Pathak – CFO DIN: 09391337
P.D. Jasani – CS PAN: ASJPJ1047M
Place: Bhavnagar
Dated: May 07, 2022

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
101, 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 | <input type="checkbox"/> | Current | <input type="checkbox"/> | Cash Credit | <input type="checkbox"/> |
|---------|--------------------------|---------|--------------------------|-------------|--------------------------|

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:

1. Whenever the Shares in the given folio are entirely dematerialised, then this ECS mandate form will stand cancelled.
2. For Shares held in dematerialised mode nomination is required to be filed with the Depositor Participant in their prescribed form.

To

If undelivered please return to:

TAMBOLI CAPITAL LTD

**MAHAVIR PALACE, 8-A, KALUBHA ROAD, BHAVNAGAR
GUJARAT, INDIA 364 002**