

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF MEMBERS OF TAMBOLI CASTINGS LIMITED WILL BE HELD ON THURSDAY, 12TH AUGUST 2021 AT 1:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2021 and Statement of Profit & Loss for the period ending on that date and the report of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. A. K. Jain, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS::

4. **To appoint Mrs. Bharati B. Tamboli (DIN: 00083392) as 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 pursuant to Section 152 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder Mrs. Bharati B. Tamboli (DIN: 00083392), who was appointed as an Additional Director by the Board of Directors on 23rd March, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member of the Company proposing her candidature for office of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. **Approval of related party transactions with the existing shareholder Mr. Bipin F. Tamboli of Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) pursuant to Section 188 (1) (a) of Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013 or other applicable provisions if any, approval of shareholders of the Company, be and is hereby given for purchase of 227500 equity shares of Tamboli Profile Private Limited and 455000 equity shares of Tamboli Osborn Metaltech Private Limited from Mr. Bipin F. Tamboli, for an aggregate amount not exceeding Rs. 11.75 Crores on such terms and conditions as may be mutually agreed upon between both the parties.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign all necessary papers, deed, documents as may be required for entering in to proposed arrangement and to do all such acts, deeds and things as may be required in this matter on behalf of the Company.

RESOLVED FURTHER THAT necessary entry be made in the register of contract in MBP-4 in pursuance to Section 189(1) and Rule 16(1) of the Companies Act, 2013."

6. **Approval of related party transactions with the existing shareholder Mr. Vaibhav B. Tamboli of Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) pursuant to Section 188 (1) (a) of Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013 or other applicable provisions if any, approval of shareholders of the Company, be and is hereby given for purchase of 227500 equity shares of Tamboli Profile Private Limited and 455000 equity shares of Tamboli Osborn Metaltech Private Limited from Mr.Vaibhav B. Tamboli for an aggregate amount not exceeding Rs. 11.75 Crores on such terms and conditions as may be mutually agreed upon between both the parties.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign all necessary papers, deed, documents as may be required for entering in to proposed arrangement and to do all such acts, deeds and things as may be required in this matter on behalf of the Company.

RESOLVED FURTHER THAT necessary entry be made in the register of contract in MBP-4 in pursuance to Section 189(1) and Rule 16(1) of the Companies Act, 2013.”

7. **Approval of related party transactions with the existing shareholder Tamboli Corporation Private Limited of Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) pursuant to Section 188 (1) (a) of Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013 or other applicable provisions if any, approval of shareholders of the Company, be and is hereby given for purchase of 45000 equity shares of Tamboli Profile Private Limited and 90000 equity shares of Tamboli Osborn Metaltech Private Limited from Tamboli Corporation Private Limited for an aggregate amount not exceeding Rs. 2.50 Crores on such terms and conditions as may be mutually agreed upon between both the parties.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign all necessary papers, deed, documents as may be required for entering in to proposed arrangement and to do all such acts, deeds and things as may be required in this matter on behalf of the Company.

RESOLVED FURTHER THAT necessary entry be made in the register of contract in MBP-4 in pursuance to Section 189(1) and Rule 16(1) of the Companies Act, 2013.”

Registered Office:

Survey No. 207/1-2, 208/2,
Sidsar Road,
Vartej, Bhavnagar
Gujarat 364 060

BY ORDER OF THE BOARD OF DIRECTORS

B. F. Tamboli
CHAIRMAN
DIN: 00145948

Dated: June 28, 2021

Place: Vartej, Bhavnagar

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 and Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars") and 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.
3. Pursuant to the above MCA Circulars, 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.
4. The Members can join the AGM in 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 Existing members of the Company.
5. 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 31.07.2021 (Saturday) to 06.08.2021 (Friday) (both days inclusive).
6. 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.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tcl.in.
9. 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, and MCA Circular No. 10/2021 dated June 23, 2021.
10. 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.
11. 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:-

The remote e-voting period begins on Monday 09, August, 2021 at 09:00 A.M. and ends on Wednesday 11, August, 2021 at 05:00 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, August 05, 2021, 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 05.08.2021.

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

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.jsp3. 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

	<p>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.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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	<p>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.</p>

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 accounts@tcl.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 accounts@tcl.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 investors@tcl.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.tcl.in within three days of the passing of the Resolutions at the 17th Annual General Meeting of the Company.

9. Contact details:

Company	0278-2541000
Registrar and Transfer Agent	079-26580461
e-voting Agency	1800 1020 990
Scrutiniser	079-26420336

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No.4

Mrs. Bharati B. Tamboli (DIN: 00083392) was appointed as Additional Director with effect from 23rd March, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mrs. Bharati B. Tamboli on the Company's Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company.

None of the Directors and their relatives except Mr. Bipin F. Tamboli, Mrs. Bharati B. Tamboli and Mr. Vaibhav B. Tamboli and their relatives is interested in this resolution. However none of the Key Managerial Personnel or their relatives is interested in this resolution.

Item No.5

The members of the Company are informed that the Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) are group companies, they are in possession of properties in Gujarat Industrial Development Corporation ('GIDC') Zone. The said premises are in close proximity of the existing manufacturing facility of Tamboli Castings Limited (TCL) and perfectly suited for manufacturing activities. The said premises also include the necessary infrastructure thereon which is conducive for the growth and expansion of business activities of TCL. Existing shareholders of the TPPL and TOMPL have agreed in-principally for sale of their stake in these two Companies at mutual agreed terms and conditions for transfer.

The Board of Directors of the Company approved to purchase 227500 equity shares of Tamboli Profile Private Limited and 455000 equity shares of Tamboli Osborn Metaltech Private Limited from Mr. Bipin F. Tamboli. Mr. Bipin F Tamboli being a related party and total aggregate amount of transaction exceeds the limit prescribed under Rule 15 of the Companies (Meeting of Board and it's Powers) Rules, 2014 therefore approval of the Shareholders by way of passing ordinary resolution is required. The Board recommends to pass the resolution as an ordinary resolution.

None of the Directors and their relatives except Mr. Bipin F. Tamboli, Mrs. Bharati B. Tamboli and Mr. Vaibhav B. Tamboli and their relatives is interested in this resolution. However none of the Key Managerial Personnel or their relatives is interested in this resolution.

Item No.6

The members of the Company are informed that the Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) are group companies, they are in possession of properties in Gujarat Industrial Development Corporation ('GIDC') Zone. The said premises are in close proximity of the existing manufacturing facility of Tamboli Castings Limited (TCL) and perfectly suited for manufacturing activities. The said premises also include the necessary infrastructure thereon which is conducive for the growth and expansion of business activities of TCL. Existing shareholders of the TPPL and TOMPL have agreed in-principally for sale of their stake in these two companies at a mutual agreed terms and conditions for transfer.

The Board of Directors of the Company approved to purchase 227500 Equity Shares of Tamboli Profile Private Limited and 455000 Equity Shares of Tamboli Osborn Metaltech Private Limited from Mr. Vaibhav B. Tamboli. Mr. Vaibhav B Tamboli being a related party and total aggregate amount of transaction exceeds the limit prescribed under Rule 15 of the Companies (Meeting of Board and it's Powers) Rules, 2014 therefore approval of the Shareholders by way of passing ordinary resolution is required. The Board recommends to pass the resolution as an ordinary resolution.

None of the Directors and their relatives except Mr. Bipin F. Tamboli, Mr. Vaibhav Tamboli and Mrs. Bharati B. Tamboli and their relatives is interested in this resolution. However none of the Key Managerial Personnel or their relatives is interested in this resolution.

Item No.7

The members of the Company are informed that the Tamboli Profile Private Limited (TPPL) and Tamboli Osborn Metaltech Private Limited (TOMPL) are group companies, they are in possession of properties in Gujarat Industrial Development Corporation ('GIDC') Zone. The said premises are in close proximity of the existing manufacturing facility of Tamboli Castings Limited (TCL) and perfectly suited for manufacturing activities. The said premises also include the necessary infrastructure thereon which is conducive for the growth and expansion of business activities of TCL. Existing shareholders of the TPPL and TOMPL have agreed in-principally for sale of their stake in these two companies at a mutual agreed terms and conditions for transfer.

The Board of Directors of the Company approved to purchase 45000 Equity Shares of Tamboli Profile Private Limited and 90000 Equity Shares of Tamboli Osborn Metaltech Private Limited from Tamboli Corporation Private Limited. Tamboli Corporation Private Limited being a related party and total aggregate amount of transaction exceeds the limit prescribed under Rule 15 of the Companies (Meeting of Board and it's Powers) Rules, 2014 therefore approval of the Shareholders by way of passing ordinary resolution is required. The Board recommends to pass the resolution as an ordinary resolution.

None of the Directors and their relatives except Mr.Bipin F. Tamboli, Mrs.Bharati B. Tamboli and Mr.Vaibhav B. Tamboli and their relatives is interested in this resolution. However none of the Key Managerial Personnel or their relatives is interested in this resolution.

Registered Office:

Survey No. 207/1-2, 208/2,
Sidsar Road,
Vartej, Bhavnagar
Gujarat 364 060

BY ORDER OF THE BOARD OF DIRECTORS

B. F. TAMBOLI
CHAIRMAN
DIN: 00145948

Dated: June 28, 2021

Place: Vartej, Bhavnagar

Particulars of the Directors Seeking re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Secretarial Standard.

Name of Directors	Dr. Abhinandan K. Jain
DIN	00351580
Date of Birth	07/12/1945
Age	76 Years
Nationality	Indian
Qualification	FPM (Eq. Phd), PGDM (Eq.MBA), IIMA, BE (Mechincal)
Experience	27 Years
Date of Appointment	19.01.2005
Relationship with other Directors and Key Managerial Personnel of the Company	NA
Name of other Companies in which he holds Directorship	1. Tamboli Capital Limited 2. Future Generali India Life Insurance Company Limited 3. Future Generali India Insurance Company Limited
Chairman/ Member of the Committee(s) of the Board of the Company of which he is a Director	Internal Review Committee - Chairman CSR Committee - Member
Chairman /Member of the Committees of the Board of other Company(ies)	1. Chairman of Audit Committee, Member of Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of Tamboli Capital Limited 2. Member of Audit Committee and Nomination and Remuneration Committee of Future Generali India Life Insurance Company Limited 3. Member of Audit Committee and Nomination and Remuneration Committee of Future Generali India Insurance Company Limited
Shareholding in the Company	Nil
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA
Number of Board Meeting attended	6