

December, 14, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor , Dalal Street
Mumbai - 400 023

SCRIP CODE: 533170.

Attn: Listing Department.

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 ("Listing Regulations") -Scheme of Amalgamation

Dear Sirs,

This is to inform that Board of Directors of Tamboli Profiles Private Limited, Tamboli Metaltech Private Limited (Wholly owned Subsidiary Companies of Tamboli Castings Limited) and Tamboli Castings Limited (Wholly Owned Subsidiary of Tamboli Industries Limited) in their respective meetings held today i.e. on 14th December, 2024 have considered and approved a Scheme of Amalgamation for amalgamation of Tamboli Profiles Private Limited and Tamboli Metaltech Private Limited ("Transferor Companies") with and into Tamboli Castings Limited (Transferee Company") on a going concern basis under the provisions of Section 233 of the Companies Act, 2013 and the rules made thereunder ("Scheme").

The above proposed Scheme shall be subject to the approval of Office of Regional Director, North Western Region, Ahmedabad, Shareholders and Creditors of Transferor and Transferee Companies and other Regulatory Authorities, as the case may be.

The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023 is attached as per Annexure A.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For, Tamboli Industries Limited

VAIBHAV BIPIN
TAMBOLI

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email=vaibhav@tamboliindustries.com,
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Vaibhav B. Tamboli
Chairman and Managing Director
DIN: 00146081

Annexure A

Details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Details																		
1	Name of the entity (ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<p>Transferee Company: Tamboli Castings Limited</p> <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Revenue for the FY 2023-24</th> <th>Net worth as on 31-03-2024</th> </tr> </thead> <tbody> <tr> <td>Tamboli Castings Limited</td> <td>Rs. 7511.11 Lacs</td> <td>Rs. 9807.53 Lacs</td> </tr> </tbody> </table> <p>Transferor Company-1: Tamboli Profiles Private Limited</p> <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Revenue for the FY 2023-24</th> <th>Net worth as on 31-03-2024</th> </tr> </thead> <tbody> <tr> <td>Tamboli Profiles Private Limited</td> <td>1.40 Lacs</td> <td>Rs. 188.39 Lacs</td> </tr> </tbody> </table> <p>Transferor Company-2: Tamboli Metaltech Private Limited</p> <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Revenue for the FY 2023-24</th> <th>Net worth as on 31-03-2024</th> </tr> </thead> <tbody> <tr> <td>Tamboli Metaltech Private Limited</td> <td>Rs. 0.65 Lacs</td> <td>Rs. 577.88 Lacs</td> </tr> </tbody> </table>	Name of the Entity	Revenue for the FY 2023-24	Net worth as on 31-03-2024	Tamboli Castings Limited	Rs. 7511.11 Lacs	Rs. 9807.53 Lacs	Name of the Entity	Revenue for the FY 2023-24	Net worth as on 31-03-2024	Tamboli Profiles Private Limited	1.40 Lacs	Rs. 188.39 Lacs	Name of the Entity	Revenue for the FY 2023-24	Net worth as on 31-03-2024	Tamboli Metaltech Private Limited	Rs. 0.65 Lacs	Rs. 577.88 Lacs
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2	Whether the transaction would fall within related party transactions? if yes, whether the same is done at "arm's length"	<p>The Transferor Company and the Transferee Company are wholly owned subsidiaries of Tamboli Castings Limited, which is Wholly Owned Subsidiary of Tamboli Industries Limited. and as such are related parties.</p> <p>In terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Act are exempted from the requirements of Section 188 of the Act.</p> <p>Accordingly, the proposed amalgamation does not fall within the purview of related party transactions pursuant to the MCA Circular.</p>																		

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3	Area of business of the entity(ies)	Transferor Companies and Transferee Company are engaged in the business of ferrous and Non Ferrous metals.
4	Rationale for amalgamation/merger	The businesses of Transferor Companies and Transferee Company are similar and hence consolidation of entities will result in synergy of business operations, optimize operational cost and reduce the compliance requirements.
5	In case of cash consideration-amount or otherwise share exchange ratio	Since the Transferor Companies, are wholly owned subsidiaries of the Transferee, there would be no issue of shares pursuant to the amalgamation.
6	Brief details of change in shareholding pattern (if any) of listed entity	No change in shareholding of the Transferee Company.

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