



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

**To,
The Members,
TEMBO GLOBAL INDUSTRIES LIMITED**

(CIN: L24100MH2010PLC204331)

Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

NOTICE is hereby given that the 13th Annual General Meeting of **TEMBO GLOBAL INDUSTRIES LIMITED** will be held on Friday, the 22th day of December 2023 at 04.00 P.M., IST at Venue HOTEL YOGI METROPOLITAN Plot No.4, Sector 24, Opp. Sanpada RLY STN, Sanpada, Navi Mumbai 400 706, Tel: 022-67683333 and the registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai--400705

TO TRANSACT THE FOLLOWING BUSINESS: -ORDINARY BUSINESS-

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

1. To approve the presented Standalone Audited Financial Statements and Consolidated Audited Financial Statements, Auditors Report and Board of Directors report for the financial year ended on 31st march 2023.

“RESOLVED THAT the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the year 2022-23 together with the Auditors Report and Board of Directors Reports of the Company for the year 2022-23 as presented to the meeting be and hereby, approved and adopted.¶

2. To consider re-appointment of Mr. Shalin Sanjay Patel (holding DIN : 08579598), who retires by rotation in terms of Section 152(6) of the companies Act,2013 and being eligible offers himself for re-appointment For details of Director seeking re-appointment at the Annual General meeting please refer Annexure I

-RESOLVED THAT Mr. Shalin Sanjay Patel (holding DIN: 08579598), who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company.¶

RATIFY APPOINTMENT OF AUDITOR

3. To appoint R. A. Kuvadia & Co., Chartered Accountant, bearing ICAI Firm Registration No. 105487W as Statutory Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

-RESOLVED THAT R. A. Kuvadia & Co., Chartered Accountant, bearing ICAI Firm Registration No. 105487W be and are hereby appointment at the 13th Annual General Meeting as Statutory Auditors of the Company for a term of Five years, to hold office till the conclusion of the 17th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.¶

APPOINTMENT OF INTERNAL AUDITOR



4. To appointment of MDSA & Associates (FRN 156810W), Chartered Accountant, Internal Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

-RESOLVED THAT MDSA & Associates (FRN 156810W), Chartered Accountant, be and are hereby re-appointment at the 13th Annual General Meeting as Internal Auditors of the Company, to hold office till the conclusion of the 14th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.¶

REAPPOINTMENT OF SECRETARIAL AUDITOR

5. To re-appoint of CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953 as Secretarial Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

-RESOLVED THAT CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953, be and are hereby re- appointment at the 13th Annual General Meeting as Secretarial Auditors of the Company, to hold office till the conclusion of the 14th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.¶

DIVIDEND

6. To consider and approve the dividend recommended by the Board for the Financial Year 2022-23

-RESOLVED THAT a final dividend of Rs.01.50/- per equity share on the paid up equity share capital of the company as recommended by the Board be and is hereby declared.¶

REPORTS:

7. To consider and adopt IFCR report and Secretarial audit report from auditors.

RESOLVED THAT the IFCR report and secretarial audit report of the company for the year ended 31st March, 2023 as presented to the meeting be and hereby, approved and adopted.¶

SPECIAL BUSINESS:

8. **To increase in the borrowing powers of the Board under Section 180 (1) (c) upto Rs. 225.00 crore**

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

-RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company beand is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either fromthe Company's bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

exceeding in the aggregate Rs. 225,00,00,000/- [Rupees Two Hundred Twenty Five Cores Only] notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.¶

9. To increase in the borrowing powers of the Board under Section 180 (1) (a) upto Rs. 225.00 crore

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

-RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as the Board) for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in one or more Branches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favor of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/ memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 225,00,00,000/- [Rupees Two Hundred Twenty Five Cores Only] for company at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/ charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.¶

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

Resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary)

-RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Directors be and is hereby authorized, subject to the approval of the Reserve Bank of India, if any, and FEMA regulation and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications there under:-

- To make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Investment in Overseas Subsidiary and Joint Venture of the company and Loans to Overseas Subsidiaries and Joint Venture of the company, other Bodies Corporate or Persons upto USD 250,000/- (US Dollar Two Lakh Fifty Thousand only).

- To Invest the Funds Of The Company:

The Chairperson informed that the company may invest its surplus funds time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. The approval of the Shareholder is hereby accorded to Board in accordance with section 179(3) (e) of Companies Act, 2013.

-RESOLVED THAT pursuant to the provisions of section 179 (3) (e) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the consent of the Shareholder be and is hereby accorded to Board for investment of surplus funds upto Rs.7,00,00,000/- (Rupees Seven Crore Only) at any time during the financial year 2022-23.¶

-RESOLVED FURTHER THAT Mr. Sanjay Jashbhai Patel (DIN: 01958033) Managing Directors of the Company be and is hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.¶

11. To approve the increase in remuneration of Mr. Sanjay Jashbhai Patel Din (01958033) being Managing director of the company.

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjay Jashbhai Patel Din (01958033) Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

1	Basic Salary: Rs.1,000,000/- per month w.e.f. April 01, 2023
3	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to

ceiling of one month salary in a year.

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| 5 | Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company. |
| 6 | Medi claim Insurance Policy, premium and personal accidents not to exceed Rs. 1,00,000/- per annum |
| 8 | Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. |

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Sanjay Jashbhai Patel, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to her shall not exceed Rs. 130,00,000 (Rupees One Crore Thirty Lakhs Only) per year with effect from 01st April, 2023, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on November 29, 2023 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Sanjay Jashbhai Patel, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution

FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

12. Approval of regularizing the appointment of Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466), as “Executive Director” with effect from December, 2023

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members be accorded for the regularizing the appointment as “Executive Director” with effect from December, 2023, of Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466), appointed as



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

“Additional Non Executive Director” on the Board by the Board at its Meeting held on 13th March, 2023, for the period commencing from December, 2023 as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

13. Approval of regularizing the appointment of Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896), as “Executive Director”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members be accorded for the regularizing the appointment as “Executive Director” with effect from December, 2023, to Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896), appointed as “Additional Non Executive Director” on the Board by the Board at its Meeting held on 13th March, 2023, for the period commencing from December, 2023 as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

14. Approval of regularizing the appointment of Mr. Shabbir Huseni Merchant (holding DIN: 01004618), as “Non Executive Director” with effect from December, 2023

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

—RESOLVED THAT Mr. Shabbir Huseni Merchant (holding DIN: 01004618) who was appointed as an Additional Non- Executive Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, along with deposit of Rs. 1,00,000/- which is refundable on confirmation of the appointment and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V 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), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Shabbir Huseni Merchant (holding DIN: 01004618), as a Director of the Company, designated as Non- Executive Director & Purchase Manager, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Shabbir Huseni Merchant.

15. Approval of regularizing the appointment of Mrs. Smita Sanjay Patel (holding DIN: 00348305), as “Non Executive Director” with effect from December, 2023

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

—RESOLVED THAT Mrs. Smita Sanjay Patel (holding DIN: 00348305) who was appointed as an Additional Non- Executive Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, along with deposit of Rs. 1,00,000/- which is refundable on confirmation of the appointment and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V 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), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mrs. Smita Sanjay Patel (holding DIN: 00348305), as a Director of the Company, designated as Non- Executive Director & Purchase Manager, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mrs. Smita Sanjay Patel.

16. Regularisation of additional director, Mr. Karan Shinde by appointing him as Independent Director of the company

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

Appointment of Mr. Karan Shinde (DIN: 10065699) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Karan Shinde (DIN: 10065699) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. March 13, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December, 2023 till December 30, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

17. Regularisation of Additional Director, Mr. Prakash Sanjay Karpe by appointing him as Independent Director of the company



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

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

Appointment of Mr. Prakash Sanjay Karpe (DIN: 10236412) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Prakash Sanjay Karpe (DIN: 10236412) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. March 13, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December, 2023 till December 30, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

18. To increase the overall managerial remuneration of the Directors of the company. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 5,64,00,000 (Rupees Five Crore and Sixty Four Lakhs Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

19. Reclassification of individuals belonging to Promoters and Promoter Group of the company as Public Shareholders of the company.

To consider and approve reclassification of individual belonging to Promoters and Promoter Group of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, and subject to approval from National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of the members of the company be and is hereby given to reclassify the following person from “Promoter Category” to Public Category” since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid person has entered into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Sr No	Name of the Entity/Company/individual	No. of Equity Shares Held	% of the total Equity Capital
1	TARUNA PIYUSH PATEL	1038750	9.35%
2	PIYUSH JASHBHAI PATEL	568750	5.12%
3	RUSHIL PIYUSH PATEL	-	-
4	PRIYANKA PIYUSH PATEL	-	-

“RESOLVED FURTHER THAT it is hereby confirmed that

- the aforesaid individual in the group do hold more than 10% of the paid-up Capital of the Company.
- the shareholding of the aforesaid Promoter / Promoter Group is only upto 14.47% of the equity share capital of the Company.
- the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company.
- No director of the above said person has been or would be appointed as key managerial personnel of the Company.
- No special right was even held and would not be ever held by the above reclassified above said person / entity/Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” to “Public”, shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT upon receipt of requisite approvals, the Company shall effect such



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

reclassification in the Shareholding Pattern of the Company from immediate succeeding “quarter” as per Regulation 31 of Listing Regulations and in all other records of the Company and shall make such applications, intimations, disclosure and/or filings as may be relevant or necessary from such date, as may be appropriate.

RESOLVE FURTHER THAT Mr. Sanjay Jashbhai Patel (Name of Chairman & Managing Director), Chairman & Managing Director of the Company be and are hereby severally authorized to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company.”

By order of the Board of Directors TEMBO GLOBAL INDUSTRIES LIMITED

(SANJAY JASHBHAI PATEL) Managing Director DIN- 01958033

Place: Navi Mumbai

Date: 29th November, 2023

Registered Office:- **Plot No- PAP D- 146 / 147, TTC MIDC, Turbhe ,Navi Mumbai-400705**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid business is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT OF PROXY MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The instrument of proxy in order to be effective should be deposited at its registered office of the company not later than forty-eight hours before the commencement of the meeting.
4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
5. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
6. Appointment / Re-appointment of Directors
At the ensuing Annual General Meeting, Mr. Shalin Sanjay Patel retires by rotation and being eligible, offer themselves for re-appointment.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

7. Details of Directors seeking appointment / reappointment at the 13th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.

8. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.

9. Book Closure for Final Dividend:

Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 16th December 2023 to 22th December 2023 (Both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2022-2023, if approved at the meeting, will be payable to those eligible members whose names appeared.

a. As Beneficial Owners, as on 15th December, 2023 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and

b. As Members in the Register of Members of the Company as on 15th December, 2023 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before 15th December, 2023.

10. Nomination:

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

The Nomination form can be downloaded from the Company's website www.nut-clamps.com under Section "Investors".

11. Non-Resident Members:

Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

12. In-terms of Section 101 and 136 of the Companies Act, read together with Rules made there under electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID cs@sakethexim.com For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

13. Corporate Members intending to send their authorized representative to attend AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at AGM
14. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.
15. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
16. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall.
17. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download (<https://www.tembo.in>). The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705, during office hours on working days except Monday between 11.00 a.m. to 1.00 p.m. for inspection. Even after registering for E-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
18. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 your Company is listed on NSE is required to provide e-voting process for the consolidation of resolution, proposed at the General Meeting.
19. All documents referred to in the accompanying notice and the explanatory statement is open for inspection by the members at the Registered Office of the Company on all working days except on Saturdays and Sundays prior to the date of the meeting between 11.00 a.m. to 4.00 pm.
20. This Notice is being sent by electronic mode (via e-mail) to those members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 24th November, 2023 provided by Bigshare Services Private Limited (RTA). Members may note that this Notice is also available on Company's website viz. www.tembo.in A person who is not a Member on the cut-off date should accordingly treat the Notice as for information purposes only.
21. This Notice is being sent electronically (via e-mail) to all Members whose e-mail addresses are registered with Company's Registrar and Share Transfer Agents ("RTA") or the Depositories.
22. Members whose e-mail addresses are not registered with RTA and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, on or before 5:00 p.m. on 29th November, 2023 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

Name of First Shareholder	
Name of Second Shareholder (In case joint shareholder)	
Permanent Account No. (PAN)	
Beneficiary Id/Client Id	
No. Share held	
Email Id	
Mobile No	



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Address	
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Note: Kindly provide aforesaid details through email at cs@sakethexim.com/info@nsdl.co.in

23. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as per MCA circulars the Company is pleased to provide voting by electronic means (“E-Voting”) only to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. Voting rights will be reckoned on the paid-up value of share registered in the names of members on 15th December, 2023.

24. 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.

25. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.

26. The Communication of the assent / dissent to the Special Resolutions proposed in the Notice would take place only through remote e-voting.

27. The voting period will commence on Tuesday 19th December, 2023 at 9:30 am (IST) and ends on Thursday, the 21st December, 2023 at 5:00 p.m. for the Members exercising their vote through electronic voting. The e-voting module shall be disabled by National Securities Depository Limited (‘NSDL’) for voting thereafter.

28. The results of the remote e-voting will be declared on 24th December, 2023, by the Scrutinizer and will be furnished to the National Stock Exchange India Limited and will also be uploaded on the Company’s website www.nutclamp.com.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Tuesday 19th December, 2023 at 9:30 am (IST) and ends on Thursday, the 21st December, 2023 at 5:00 p.m. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th December, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evoting.nsdl.com.
- (iii) Click on Shareholders / Members

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.	<p>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.</p> <p>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</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with CDSL.	<p>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.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

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.
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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

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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*****



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

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***
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5. Your password details 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.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 acs.gaurangshah@gmail.com<Please mention the e-mail ID of Scrutinizer> 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.: 1800-222-990 or send a request to (Ms. Sarita Mote of NSDL Official) at evoting@nsdl.co.in/ SaritaM@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 cs@sakethexim.com
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 cs@sakethexim.com. 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. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

29. The Board of Directors has appointed **M/S. GMS & CO.,** company secretary in practicing (Membership No. 32581) as scrutinizer to scrutinize the voting at the meeting and remote voting process in a fair transparent manner.
30. In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

31. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with the company and depository participants. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 23-24 does not exceed Rs.5000/-.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's website:- <https://www.tembo.in/> by 15th December, 2023 (up to 6.00 p.m. IST). 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 shareholders 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 Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company's website:- <https://www.tembo.in/>. The said declarations need to be submitted by 29th November, 2023 (up to 6.00 p.m. IST).

On the said link, the user shall be prompted to select / share the following information to register their request:-

- a. Select the company (Dropdown)
 - b. Folio / DP-Client ID
 - c. PAN
 - d. Financial year (Dropdown)
 - e. Form selection
 - f. Document attachment – 1 (PAN)
 - g. Document attachment – 2 (Forms)
 - h. Document attachment – 3 (Any other supporting document)
32. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communications/ queries in this respect should be addressed to the company, by email to <https://www.tembo.in/> and Exemption Forms if forwarded to this email id will not be considered for the purpose of processing. Shareholders who have uploaded exemption forms (valid in all respect) on the portal are also required to forward the original form to the Company.

Details of the Directors seeking re-appointment at the AGM of the Company Pursuant to Regulation 36(3) of the (Listing Obligation and Disclosure Requirement) Regulation 2015

Name of the Director	MR. SHALIN SANJAY PATEL
DIN	08579598
Date of Birth	23/05/1995
Date of Appointment of the Board	31/08/2020
Brief Resume, Qualification and nature of expertise in functional areas	Mr. Shalin Sanjay Patel, aged 30 years, is an Executive Director of our Company. He holds Bachelor of Engineering in computer Engineering From Mumbai University and has also completed the masters of science in computer science from University at Albany, New York, USA. He has vast expertise and knowledge of computer hardware and software systems and specializes in software engineering. Study in mathematics and physics



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

	had excellently added to his training in computer engineering. He has rich experience in improving sales.
Directorship in other Public Companies	Saketh Seven star Industries Limited
Membership/Chairmanship Committee of other Public Companies	NIL
No. of Shares held in the Company	NIL



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

Item No. 8 and 9

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 200 crores to Rs. 225 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased from Rs. 200 crores to Rs. 225 Crores for the Company. Hence, the Special Resolution at Item No.8 and 9 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1) (a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 8 and 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No. 10

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment

- In Subsidiary or granting loans, giving guarantee or providing security to Subsidiary as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, and the FEMA regulation the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made through foreign commitment exceed USD 100000/- in a Financial year even if it is within 400% of the net-worth as per the last audited balance sheet subject to RBI prior approval. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding USD 250000 (Two Lakh Fifty Thousand Only) for Investment in Overseas Subsidiary and Joint Venture of the company and Loans to Overseas Subsidiaries and Joint Venture of the company, other Bodies Corporate or Persons i.e 31st Decemberevery year.
- The Chairperson informed that the company may invests its surplus funds time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. The approval of the Shareholder is hereby accorded to Board in accordance with section 179(3) (e) of Companies Act, 2013 for investment of surplus funds upto Rs.700,00,000/- (Rupees Seven Crore Only) at any time during the financial year 2023-24.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 11:



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, increase in remuneration to Mr. Sanjay Jashbhai Patel Din (01958033) Managing Director of the Company is presented for consideration of the members and for approval.

Accordingly, the Board recommends the resolution set out at item no. 13 for approval of members as Special resolution

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General information:

a) Nature of Industry:

Engaged in

- i) Manufacture of fabricated metal products except machinery and equipment and
- ii) Trading in Fabricated metal products except machinery and equipment.

b) Date or expected date of commencement of Commercial Production:

Not applicable (Company is an existing company).

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

d) Financial performance based on given indicators:

(Rs in Lacs)

Particulars	Standalone	
	For Financial Year Ended (Lakhs)	
	31 st March 2022	31 st March 2021
Total Revenue	25,025.29	17544.80
Less: Total Expenditure	24,234.48	17086.12
Profit before Tax	790.81	458.68
Less: Provision for Tax	-208.60	-114.16
Profit/ (loss) After Tax	582.21	344.52

e) Foreign investments or collaborations, if any:

The Company has total investments of Rs 3262538/- in wholly-owned foreign subsidiaries Tembo Global LLC.

2. Information about the appointee:

a) Background details:

Mr. Sanjay Jashbhai Patel has total experience of 40 years and is results-oriented. He is driven to manage costs and establish strategic, mutually beneficial partnerships and relationships with users, vendors, and service providers. Adept at creating strategic alliances with organization leaders to effectively align with and support key business initiatives. Excel at building and retaining high-performance teams by hiring, developing, and motivating skilled professionals. He holds Bachelor's degree in Commerce from University of Mumbai. He is associated with the Company since incorporation.

b) Past remuneration:

Period	Total Rupees (p.a)
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TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

FY 2022-2023	42,00,000
FY 2021-2022	42,00,000

c) Remuneration proposed:

1	Basic Salary: Rs.10,00,000/- per month w.e.f. April 01, 2023
3	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5	Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
6	Medi claim Insurance Policy, premium and personal accidents not to exceed Rs. 1,00,000/- per annum
8	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

d) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Sanjay Jashbhai Patel has total experience of 40 years and is results-oriented. He is driven to manage costs and establish strategic, mutually beneficial partnerships and relationships with users, vendors, and service providers. Adept at creating strategic alliances with organization leaders to effectively align with and support key business initiatives. Excel at building and retaining high-performance teams by hiring, developing, and motivating skilled professionals. He holds Bachelor's degree in Commerce from University of Mumbai. He is associated with the Company since incorporation.

The Key responsibility handled by him in the company:-

1. Develop and execute the company's business strategies in order to attain goals
2. Provide strategic advice to the board and Chairperson
3. Prepare and implement comprehensive business plans
4. Plan cost-effective operations and market development activities
5. Establish company policies and legal guidelines
6. Build long term, trusting relationships with shareholders, business partners and authorities
7. Oversee the company's financial performance, investments and other business ventures
8. Supervise the work of executives providing guidance and motivation to drive maximum performance
9. Ensure a positive work environment
10. Ensure performance appraisal, training and professional development activities
10. Reward performance, prevent issues and resolve problems
11. Execute public speaking and representational appearances in a professional manner
12. Analyze problematic situations and occurrences and provide solutions to ensure company survival and growth
13. Further develop and enhance company culture

e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:

Mr. Sanjay Jashbhai Patel has a relationship with the Company as Managing Director. He holds 11.27% of shares of the Company and Mrs. Smita Sanjay Patel who is the Non Executive Director of the Company is wife of Mr. Sanjay Jashbhai Patel and Mr. Shalin Sanjay Patel Executive Director of the company is son of Mr. Sanjay Jashbhai Patel.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sanjay Jashbhai Patel, Mrs. Smita Sanjay Patel and Mr. Shalin Sanjay Patel is in any way concerned or interested, in the said resolution.

Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 13 of this Notice.



Item No. 12

The Board of Directors of the Company had appointed Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466) as an Additional Director with effect from 13th March, 2023 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Kaushik Maheshbhai Waghela, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Kaushik Maheshbhai Waghela for the office of a Executive Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Kaushik Maheshbhai Waghela, who is proposed to be appointed as an Executive Director of the Company with effect from 22nd December, 2023 will be of immense value to the Company considering his vast experience, his presence on the Board

A copy of the draft letter of appointment of Mr. Kaushik Maheshbhai Waghela as a Executive Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Executive Directors, it is proposed that Mr. Kaushik Maheshbhai Waghela be paid sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Kaushik Maheshbhai Waghela is provided below in Table A:

Table A Brief Profile

Age	40 years
Qualifications	4. MBA from ICFAI Business School 5. BAF (Accounting, Finance, Banking & Insurance) From KES College, Mumbai
Experience	He has around Ten years of extensive experience in the areas of Capital Market, Proprietary trading, Client Servicing, Business Development, People Management and General Administration. He has experience in managing Broking business and adept at building and maintaining healthy business relations with Corporate Clients and external agencies like Agents, Brokers, Banks, Financial Institutions, etc
Terms and Conditions of appointment	Appointed as Executive Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	No remuneration except the sitting fee as permitted under the Companies Act, 2013
Date of first appointment	13 th March, 2023



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	Nil
Directorships of other Board	Nil
Membership/Chairmanship of Committees of other Board	Nil

ITEM 13

The Board of Directors of the Company had appointed Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896) as an Additional Director with effect from 13th March, 2023 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Raman Neresh Kumar Talwar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Raman Neresh Kumar Talwar for the office of a Executive Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Raman Neresh Kumar Talwar, who is proposed to be appointed as an Executive Director of the Company with effect from 22nd December, 2023 will be of immense value to the Company considering his vast experience, his presence on the Board

A copy of the draft letter of appointment of Mr. Raman Neresh Kumar Talwar as a Executive Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Executive Directors, it is proposed that Mr. Raman Neresh Kumar Talwar be paid sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Raman Neresh Kumar Talwar is provided below in Table A:

Table A Brief Profile

Age	42 years
Qualifications	1. IIM Kozhikode Alumni 2. Post Graduate Diploma in Corporate Finance & Investment banking from Columbia University 3. Bachelor's degree in Law 4. LL.M in Corporate Law & Taxation.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Experience	He has around two decade of extensive experience in the area of Capital Market, Business Management and Strategy, Corporate Finance, Private Equity & Investment Banking, and identifying new market opportunities. He has been involved in restructuring of debt and equity linked instruments, strategic acquisitions, joint ventures and private equity placement, structured transactions, and Mergers & Acquisitions. He has been associated with companies of repute like IFCI Financial Services Ltd. ("IFCI") and Religare Securities Ltd. ("Religare") as VP & Regional Head. While in IFCI he spearheaded functioning of 5 branches & more than 35 Business Partners (Franchisee) across Northern Region and while in Religare, he was instrumental in Business development of Northern Region with the key responsibility of handling 52 Branches & over 450 Business Partner across region with a Team size of more than 300 People
Terms and Conditions of appointment	Appointed a Non- Executive Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	No remuneration except the sitting fee as permitted under the Companies Act, 2013
Date of first appointment	12 th July, 2023
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	Nil
Directorships of other Board	Nil
Membership/Chairmanship of Committees of other Board	Nil

Item No. 14

The Board of Directors of the Company had appointed Mr. Shabbir Husain Merchant (holding DIN: 01004618) as an Additional Director with effect from 14th July, 2023 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Shabbir Husain Merchant, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Shabbir Husain Merchant for the office of Non- Executive Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Shabbir Husain Merchant, who is proposed to be appointed as Non-Executive Director of the Company with effect from 22nd December, 2023 will be of immense value to the Company considering his vast experience, his presence on the Board



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

A copy of the draft letter of appointment of Mr. Shabbir Husain Merchant as Non- Executive Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Non- Executive Directors, it is proposed that Mr. Shabbir Husain Merchant be paid sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Shabbir Husain Merchant is provided below in Table A: Table A BriefProfile

Age	45 years
Qualifications	MBA (Finance) - ICFAI Business School, Hyd. LLB - K C Law College, Mumbai B.Com - Jai-Hind College, Mumbai ICSE- Christ Church High School
Experience	<p>He has vast expertise and knowledge and experience as mention below:-</p> <ol style="list-style-type: none"> Galadari Investments L.L.C – Alliance Capital & Investments L.L.C DUBAI- Financial Analyst <ul style="list-style-type: none"> - Seeking Investment opportunities - Capital Raising and M&A Advisory - Identifying and executing strategies which offer superior risk return characteristics - Dual market research for the Dubai/Indian Stock Market - Gearing up for various IPO and private placement deals in the Global Market - Developing strategies for execution in the Futures & Options Market (Stocks/Currencies/Bullion) HDFC Bank Limited (Financial Institution & Government Business Group)-Bombay <p>Project Title- “Six Sigma – The IPO (Initial Public Offering) Process Flow</p> <ul style="list-style-type: none"> - From the Banker’s to the Issue end -To streamline the IPO process flow from the Bankers to the Issue end -To pitch in for new clients (i.e. where HDFC bank gets appointed as the Bankers to the Issue for the forthcoming IPO) -To regulate the movement and point out the discrepancies involved -To understand the other Bankers process flow for the particular Issue -To negotiate with the Syndicate Members and grab in deals for the Issue currently in the market ICICI BANK Ltd. (E - Banking – Infinity



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

	Department)-Bombay -Product development and Process up gradation -Six Sigma – complain analysis -Initiated the I- Kit process -Initiated and successfully implemented the RBI – EFT process -Supervision of Internet/Mobile/Phone Bk. Operations -Data creation and uploading of file
Terms and Conditions of appointment	Appointed as Executive Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	No remuneration except the sitting fee as permitted under the Companies Act, 2013
Date of first appointment	14th July, 2023
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	N.A
Number of meetings attended from the date of appointment till the date of Notice of this AGM	10 (Twelve)
Directorships of other Board	B.M. Electro Mechanical LLP
Membership/Chairmanship of Committees of other Board	Nil

Item No. 15

The Board of Directors of the Company had appointed Mrs. Smita Sanjay Patel (holding DIN: 00348305) as an Additional Director with effect from 30th January, 2023 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mrs. Smita Sanjay Patel, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mrs. Smita Sanjay Patel for the office of a Non- Executive Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mrs. Smita Sanjay Patel, who is proposed to be appointed as an Non-Executive Director of the Company with effect from 22nd December, 2023 will be of immense value to the Company considering his vast experience, his presence on the Board

A copy of the draft letter of appointment of Mrs. Smita Sanjay Patel as a Non- Executive Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Non- Executive Directors, it is proposed that Mrs. Smita Sanjay Patel be paid sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Further, as stipulated under Secretarial Standard-2, brief profile of Mrs. Smita Sanjay Patel is provided below in Table A:

Table A Brief Profile

Age	63 years
Qualifications	B.S.E. graduate from Anand, Gujarat
Experience	She has extensive experience in procurement of materials and in presenting products features to large audiences. Hardcore persuasion skill coupled with innovative product demonstrations secures continuous reasonable deals per month. Proven relationship building skills backed by Post Graduate Diploma in International Business.
Terms and Conditions of appointment	Appointed as Non- Executive Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	No remuneration except the sitting fee as permitted under the Companies Act, 2013
Date of first appointment	30 th January, 2023
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Mother of Director Mr. Shalin Sanjay Patel and wife of Mr. Sanjay Jashbhai Patel
Number of meetings attended from the date of appointment till the date of Notice of this AGM	Nil
Directorships of other Board	Nil
Membership/Chairmanship of Committees of other Board	Nil

Item No. 16

Mr. Karan Shinde is an Independent and Non- executive Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. Karan Shinde as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a period of five years consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mr. Karan Shinde as independent director.

The Company has received consent in writing from Mr. Karan Shinde to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Karan Shinde that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board Mr. Karan Shinde fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Mr. Karan Shinde are independent of the management.

Further, Mr. Karan Shinde is not disqualified from being appointed as Director in terms of Section 164 of the Companies



Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the AGM.

Mr. Karan Shinde is interested in the resolutions set out respectively at Item No. 16 of the Notice with regard to their respective appointments.

The relatives of Mr. Karan Shinde may be deemed to be interested in the resolutions set out respectively at Item No. 16 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except Mr. Karan Shinde none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 17

Mr. Prakash Sanjay Karpe is an Independent and Non- executive Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. . Prakash Sanjay Karpe as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a period of five years consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mr. Prakash Sanjay Karpe as independent director.

The Company has received consent in writing from Mr. Prakash Sanjay Karpe to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Prakash Sanjay Karpe that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board Mr. Prakash Sanjay Karpe fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Mr. Prakash Sanjay Karpe is independent of the management.

Further, Mr. Prakash Sanjay Karpe is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the AGM.



Mr. . Prakash Sanjay Karpe is interested in the resolutions set out respectively at Item No. 17 of the Notice with regard to their respective appointments.

The relatives of Mr. Prakash Sanjay Karpe may be deemed to be interested in the resolutions set out respectively at Item No. 17 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except Mr. Prakash Sanjay Karpe none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item 18

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 29.11.2023 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond specified limits under Section 197 and computed in the manner laid down in Section 198 of the Companies Act, 2013.

Where in any Financial Year, the Company has no profits or profits are inadequate, the overall remuneration to Directors shall not exceed Rs. 5,64,00,000 (Rupees Five Crore and Sixty Four Lakhs Only).

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. **GENERAL INFORMATION:**

a) **Nature of Industry:**

Engaged in

- i) Manufacture of fabricated metal products except machinery and equipment and
- ii) Trading in Fabricated metal products except machinery and equipment.

b) **Date or expected date of commencement of Commercial Production:**

Not applicable (Company is an existing company).

c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

d) **Financial performance based on given indicators:**



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

(Rs in Lacs)

Particulars	Standalone	
	For Financial Year Ended (Lakhs)	
	31 st March 2022	31 st March 2021
Total Revenue	25,025.29	17544.80
Less: Total Expenditure	24,234.48	17086.12
Profit before Tax	790.81	458.68
Less: Provision for Tax	-208.60	-114.16
Profit/ (loss) After Tax	582.21	344.52

e) Foreign investments or collaborations, if any:

The Company has total investments of Rs 3262538/- in wholly-owned foreign subsidiaries Tembo Global LLC. Accordingly, the Board recommends the resolution set out at item no. 18 for approval of members as Special resolution

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sanjay Jashbhai Patel, Mrs. Smita Sanjay Patel and Mr. Shalin Sanjay Patel, is in any way concerned or interested, in the said resolution.

Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 18 of this Notice.

Item No. 19

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

Sr No	Name of the Entity/Company/individual	No. of Equity Shares Held	% of the total Equity Capital
1	TARUNA PIYUSH PATEL	1038750	9.35%
2	PIYUSH JASHBHAI PATEL	568750	5.12%
3	RUSHIL PIYUSH PATEL	-	-
4	PRIYANKA PIYUSH PATEL	-	-

The aforesaid Promoter/promoter group individual holds shareholding upto which constitutes 14.47% of the total paid up capital of the Company. The aforesaid promoter/ promoter group person do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid person neither has representation on the Board of Directors of the Company nor holds any key Management position in the Company. The Company also not entered into any Shareholders Agreement with them. Further none of the aforesaid person has got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights.

The aforesaid person have requested to the Company to reclassify them from being a “Promoter Category” to “Public



Category” Shareholder of the Company.

Based on the letter received from above promoter person, the matter was discussed by the Board of Director at their meeting held on 10th November, 2023 and Board decided to get the above promoter/promoter group person reclassified from the” Promoter Category” to “Public Category” with the approval of stock exchanges

Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding in to public Shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On NSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7) (any other manner) means with the consent of the person wants to change reclassification.

A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, The sum total of conditions under the two sub regulations are as follows.

- (i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.
- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of company.
- (iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public Shareholding requirement under Rule 19 A of the Securities contracts (Regulation) Rule, 1975 and
- (v) The event of reclassification shall be disclosed to the Stock exchange as a material event in accordance with the provisions of Listing Regulations.

All the conditions Specified under Regulation 31A (2) and 31 A (7) of Listing Regulation have been duly complied with by the Company.

The Company’s case of reclassification of promoter is covered under Regulation 31A (2) of Listing Regulation.

Mr. Sanjay Jashbhai Patel, Mrs. Smita Sanjay Patel and Mr. Shalin Sanjay Patel, Mrs. Smita Sanjay Patel, Non-Executive Director, none of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board therefore commends the Resolution no. 3 for approval of the members as Special Resolution.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

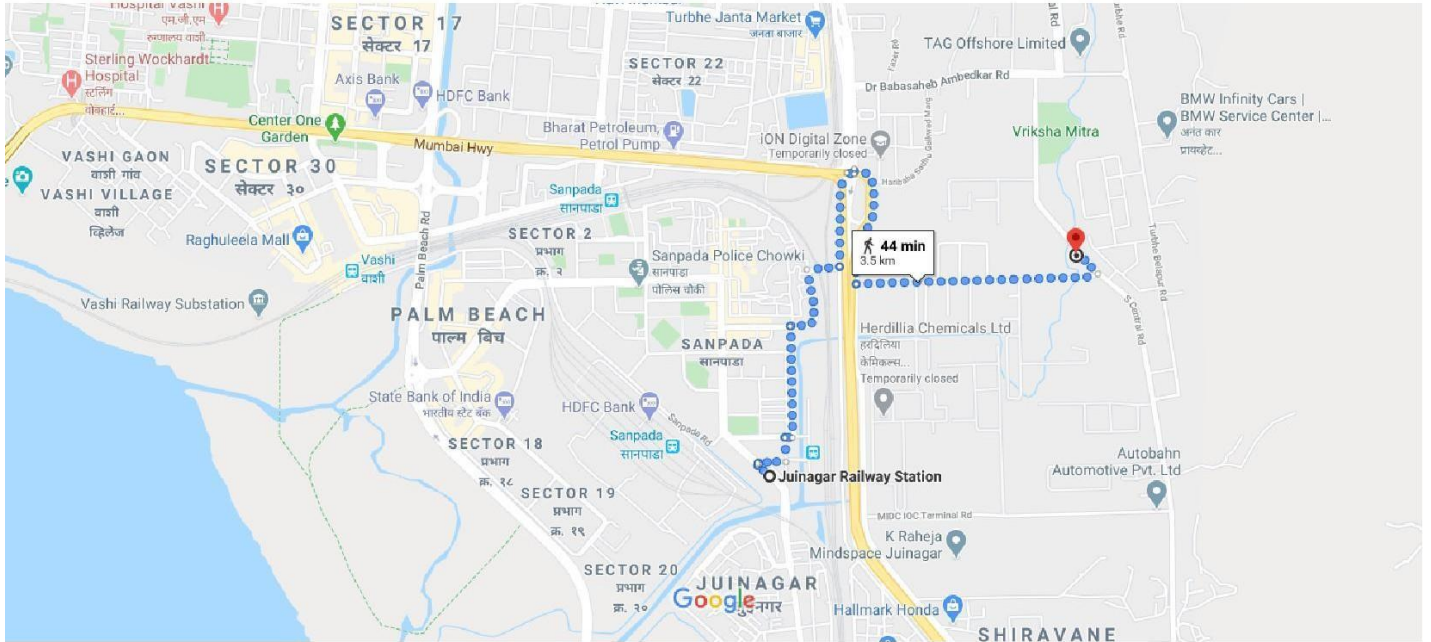
Route Map Registered office of the Company

<https://www.google.com/maps/vt/data=e0IFWcA7TOBv8pudpqNPaSi5ocUyKMnIVMpD1pycUpRMuf2VgryxRzGW0YmE3cJFyXqpx8IvOuaWPrTtEIujgu7XTTJUNblm1->

Google Maps

Juinagar Railway Station to Tembo Global Industries Ltd (formerly:- Saketh Exim Ltd)

Walk 3.5 km, 44 min



via Turbhe Midc Rd

44 min

3.5 km

Mostly flat



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

ATTENDANCE SLIP OF 13TH ANNUAL GENERAL MEETING

TEMBO GLOBAL INDUSTRIES LIMITED

(CIN NO: L24100MH2010PLC204331)

Reg. Office: At Plot No- PAP D- 146 / 147, TTC MIDC Turbhe , Navi Mumbai-400705

Date:

Folio No:

DP/Client-ID No.:

Full Name of the Shareholder/ First Holder: _____
_____(as appearing on share certificate/recorded with DP)

Registered Address: _____
_____ **PIN -** _____

Total number of Shares held (in number):

Share Certificate Nos., **From-** _____ **To-** _____
(In case of physical holding)

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 13th Annual General Meeting of the Company on Friday, 22th December, 2023 at 04:00 p.m. at Venue HOTEL YOGI METROPOLITAN Plot No.4, Sector 24, Opp. Sanpada RLY STN, Sanpada, Navi Mumbai 400 706, Tel: +91 22 6768 3333 and the registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai--400705

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

Form No. MGT-11 PROXY
FORM

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

To,
TEMBO GLOBAL INDUSTRIES LIMITED
(CIN NO: L24100MH2010PLC204331)
Reg. Office: At Plot No- PAP D- 146/ 147, TTC MIDC
Turbhe, Navi Mumbai-400705

Folio No.: _____
DP/Client-ID No.: _____

Name of the Member(s):

Registered Address:

E-mail ID:

I/We being (a) shareholder (s) of the above named company holding (No.) _____ shares
do hereby appoint

1) Name:

Address:

E-mail ID:

Signature....., or failing him/her

2) Name:

Address:

E-mail ID:

Signature....., or failing him/her

3) Name..... (optional)

Address:

E-mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the TEMBO GLOBAL INDUSTRIES LIMITED (CIN NO: L24100MH2010PLC204331) to be held at 04:00 p.m. on Friday 22th day of December, 2023 at Venue HOTEL YOGI METROPOLITAN Plot No.4, Sector 24, Opp. Sanpada RLY STN, Sanpada, Navi Mumbai 400 706, Tel: 022-67683333 and the registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai—400705 and at any adjournment thereof.

Dated this _____ day of _____

Signature of Member

1)



TEMBO GLOBAL INDUSTRIES LIMITED

(CIN: L29253MH2010PLC204331)

Regd. Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705

2)

3)

Signature of Proxy holder(s)

No instrument of proxy shall be valid unless in the case of an individual shareholder, it is signed by him or by his attorney duly authorized in writing, or in the case of joint holders, it is signed by the shareholders first named in the Register or his attorney duly authorized in writing, or in the case of a Company, it is executed under its common seal, if any, or signed by its attorney duly authorized in writing.

Provided that an instrument of proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his name, if his mark is affixed thereto and attested by a Judge, Magistrate, Justice of the Peace, Registrar or Sub-Registrar of Assurances, or other Government Gazette Officer.

A proxy, unless appointed by a Company, should be a Director of the Central Board/Member of the Local Board/Shareholder of the Tembo Global Industries Limited, other than an officer or employee of the Tembo Global Industries Limited.

No Proxy shall be valid unless it is duly stamped and unless it, together with the power of attorney or other authority (if any) under which it is signed, or a copy of that power of attorney or authority certified by a Notary Public or a Magistrate, is deposited with the Central Office or other office designated from time to time by the Chairman or Managing Director in this behalf, not less than 7 clear days before the date fixed for the meeting. (In case a power of attorney is already registered with the Company, the Folio No. and Registration No. of the power of attorney is also to be mentioned).

Notes:

- I. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting*
- II. A single person can be proxy of not more than 50 shareholders and holding in aggregate not more than 10% of total share capital of the company. A shareholder holding more than 10% of total share capital of the company, can appoint a single person as its proxy, however, such person cannot be appointed as proxy of any other shareholder.*
- III. The TEMBO GLOBAL INDUSTRIES LIMITED, Secretarial Dept., Registered Office- At Plot No-PAP D-146/ 147, TTC MIDC Turbhe ,Navi Mumbai-400705 is authorized to accept the proxy form, power of attorney, authority or any other documents in this regard.*