



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

**PAPER – MGT -12**  
**BALLOT PAPER/POLLING PAPER**

<b>Name(s) of Member(s) :</b> (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

**\*Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the 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 MIDTOWN, Plot No Dx-12, T.T.C. Industrial area, Next to Hyundai sharayu motors, After Turbhe bridge, Navi Mumbai-400705.Tel:912266081111/27610808 and the registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai—400705, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolu tion No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Special Businesses</b>				
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.			
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			
3	To appoint R. A. Kuvadia & Co., Chartered Accountant, bearing ICAI Firm Registration No. 105487W as Statutory Auditor			
4	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			
5	To consider and approve the dividend recommended by the Board of Rs. 1.5/- per share for the Financial Year 2022-23			
6	To consider and adopt IFCR report and Secretarial audit report from auditors			
7	To increase in the borrowing powers of the Board under Section 180 (1) (c ) upto Rs. 225.00 crore			
8	To increase in the borrowing powers of the Board under Section 180 (1) (a ) upto Rs. 225.00 crore			
9	To approve resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary)			
10	To approve the increase in remuneration of Mr. Sanjay Jashbhai Patel Din (01958033) being Managing director of the company upto Rs. 10.00 Lac per month w.e.f from 01 <sup>st</sup> April, 2023.			
11	To approve of regularizing the appointment of Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466), as “Executive Director” with effect from December, 2023			
12	To approve of regularizing the appointment of Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896), as “Executive Director”			
13	To approve of regularizing the appointment of Mr. Shabbir Huseni Merchant (holding DIN: 01004618), as “Non Executive Director” with effect from December, 2023			
14	To approve of regularizing the appointment of Mrs. Smita Sanjay Patel (holding DIN: 00348305), as “Non Executive Director” with			



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	effect from December, 2023			
15	To approve regularisation of additional director, Mr. Karan Shinde by appointing him as Independent Director of the company			
16	To approve regularisation of Additional Director, Mr. Prakash Sanjay Karpe by appointing him as Independent Director of the company			
17	To approve increase the overall managerial remuneration of the Directors of the company.			
18	To approve reclassification of individuals belonging to Promoters and Promoter Group of the company as Public Shareholders of the company.			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:  
Date:

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**Signature of Member**

### **INSTRUCTIONS**

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with rule 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy (ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can vote through by Ballot
3. The Scrutinizer will collate the votes received through physical ballot paper from member(s) at the venue of EOGM for declaring the final result for each of the resolutions forming part of 02<sup>nd</sup> EOGM notice of company.

### **Process and manner for Members opting to vote by using the Ballot Paper:**

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 13<sup>th</sup> AGM of the company as scheduled on Friday, 22<sup>nd</sup> December, 2023 at 04:00 p.m
2. This ballot Paper should be signed by the Member (s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. M/S Bigshare Services Private Limited or by their proxy(ies) duly authorized by the member In case of joint holding, the ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick (✓) mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by the members in the Paid-up Equity Share Capital of the Company as on Friday, 15<sup>th</sup> December, 2023 and each fully paid up equity shares carries one voting right.
6. A Member may request Ballot Paper from the Company or they can download the Paper from the website of the Company viz. <https://www.tembo.in> , if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received to member, deface, mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company M/S Bigshare Services Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding on the member(s) of company.
9. The consolidated result for votings done by the members of company through e-votings& ballot votings for all the resolution(s) placed in the 1<sup>st</sup>

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EOGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. <https://www.tembo.in> within 48 hours of conclusion of AGM and will simultaneously be also forwarded to the stock exchange(s) (NSE) where the company's equity shares are listed, as per respective rules/regulations applicable thereto.

**ATTENDANCE SLIP**

Name of the attending Shareholder/Proxy : \_\_\_\_\_

Shareholder's Folio No. /Client ID: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I/We hereby record my/our presence at the Extra Ordinary General Meeting held on Friday, 23<sup>rd</sup> June, 2023 at 04:00 p.m at the Registered Office of the Company.

Signature of the Attending Shareholder/Proxy: \_\_\_\_\_

Notes: 1. Share holder/Proxy holder wishing to attend the meeting must bring the attendance slip to the Meeting and hand it over at the entrance duly signed.

1. Share holder/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.

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**PROXY FORM**

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

CIN: L29253MH2010PLC204331

Name of the company: TEMBO GLOBAL INDUSTRIES LIMITED

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

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Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

Fogo No/ Client id: \_\_\_\_\_

DP ID: \_\_\_\_\_

Email Id: \_\_\_\_\_

I/We, \_\_\_\_\_ being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_

As my proxy to vote on my behalf at the Extra Ordinary General Meeting of the Company which will held at the registered office situated at Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi Mumbai-400705 on Friday, 23<sup>rd</sup> June, 2023 at 04:00 p.m.

By this appointment, all other appointment previously made by the Shareholder is hereby revoked.

The Proxy hereby represents the Shareholder in the company and shall have the full power as the Shareholder's substitute to vote any issue, motion or action that the Shareholder may have voted.

SIGNED on \_\_\_\_\_

Signature of Shareholder

## Notes:

1. Proxy need not be a member.
2. Alterations, if any made in the form of proxy should be initialled;
3. Proxy must be deposited at the Registered Office of Real News & Views Limited not later than 48 hours before the time for holding the meeting.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.