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NOTICE is hereby given that the Fourteenth Annual General Meeting of **TEMBO GLOBAL INDUSTRIES LIMITED** will be held on **Monday, the 30th day of September, 2024 at 4:00 p.m.** at **“Yogi Midtown Hotel”** Plot No DX 12, Thane - Belapur Road D' Zone Bonsari, Village, TTC Industrial Area, Turbhe, Navi Mumbai, Maharashtra 400705 for transaction of the following businesses: -

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the Report of the Board of Directors and Report of the Statutory Auditors thereon.
2. To declare Final Dividend of ₹ 1 per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2024.
3. To consider re-appointment of Ms. Fatema Shabbir Kachwala (DIN: 06982324), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To increase in the borrowing powers of the Board under Section 180 (1) (c) upto Rs. 350.00 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(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the 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 exceeding in the aggregate **Rs. 350,00,00,000/- [Rupees Three Hundred Fifty Cores Only]** not with standing 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;



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RESOLVED FURTHER THAT the Board be and is here by 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 there to 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."

5. **To increase in the borrowing powers of the Board under Section 180 (1) (a) upto Rs. 350.00 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(s) thereof, for the time being in force), the consent be and is here by accorded to the Board of Director any Committee constituted by the Board (herein after 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. 350,00,00,000/- [Rupees Three Hundred Fifty Cores Only]** for company at any time.

RESOLVED FURTHER THAT the Board be and is here by authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental there to 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 maybe 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."



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6. **To increase the limit of investments, loans, guarantees or securities under Section 186 up to Rs. ₹60 Crore**

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

“**RESOLVED THAT** the consent of the Shareholders be and is hereby accorded to increase the limit under Section 186 of the Companies Act, 2013 from existing aggregate limit of Rs. 7 Crores (which was earlier approved by the Shareholders on 22 December, 2023 to an aggregate revised limit of Rs. 60 Crores.

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modifications or re-enactments thereof, and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any amount of money on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company, its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such amount of money shall not at any time exceed the aggregate limit of Rs. 60 Crores (Rupees Sixty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/securities made or given or provided by the Company (as the case may be).

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”



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7. **To approve the Change in designation of Mr. Shalin Sanjay Patel (DIN 08579598) from Executive Director to Non-Executive Non-Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with the Schedule IV and any other applicable provisions read with relevant Rules of the Companies Act, 2013 and relevant Regulations of the SEBI (LODR) Regulations, 2015 (including any modification or re-enactment thereof, for the time being in force); and further pursuant to the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors thereof; the consent of the Shareholders of the Company be and is hereby accorded for the ***change in designation of Mr. Shalin Sanjay Patel (DIN 08579598) from Executive Director to Non-Executive Non-Independent Director*** of the Company; **w.e.f. 29th August, 2024**, liable to be retire by rotation.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are hereby severally authorized and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions.”

8. **Appointment of Mr. Firdose Vandrevala (DIN:00956609) as a Non - Executive Non Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with the Schedule IV and any other applicable provisions read with relevant Rules of the Companies Act, 2013 and relevant Regulations of the SEBI (LODR) Regulations, 2015 (including any modification or re-enactment thereof, for the time being in force); and further pursuant to the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors thereof; the consent of the Shareholders of the Company be and is hereby accorded for the ***appointment of Mr. Firdose Vandrevala (DIN: 00956609) as a Non-Executive Non-Independent Director*** of the Company; **w.e.f. 29th August, 2024**, liable to be retire by rotation, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a



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Member proposing his candidature for the to be appointed as a Director on such terms and conditions as detailed in the explanatory statement annexed hereto, which is hereby approved and sanctioned, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and in such manner as may be mutually decided by the Board of Directors and the said Director.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are hereby severally authorized and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with ling of necessary E-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions.”

9. **To increase the overall managerial remuneration of the Directors of the company.**

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

"RESOLVED THAT " in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on 25th January 2021, approval of the Members of the Company be and is hereby accorded to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company in respect of any financial year upto Rs. 60,00,00,000 (Rupees Sixty Crore Only).

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.”

**By order of the Board
For Tembo Global Industries Limited**

SANJAY JASHBHAI PATEL
Managing Director
DIN- 01958033
Registered Office: -Plot No- PAPD- 146/147,
TTC MIDC, Turbhe, Navi Mumbai - 400705

Place: Navi Mumbai
Date: 29th August, 2024



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) with respect to special business set out in the Notice is annexed hereto.
2. The AGM will be held in Physical Mode “**Hotel-Yogi Midtown**” Plot No DX 12, Thane - Belapur Road D' Zone Bonsari, Village, TTC Industrial Area, Turbhe, Navi Mumbai, Maharashtra 400705 in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs, Government of India.
3. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website.
4. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are annexed.
5. For Members attending in-person: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED, SIGNED, AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A Member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other Member.
7. Corporate Members are required to send a certified copy of Board Resolution authorizing their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at cs@tembo.in or by post to the registered office of the Company at Plot No - PAPD- 146/147, TTCMIDC, Turbhe, Navi Mumbai- 400705.



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8. Members, attending the meeting in person are requested to bring their attendance slip to the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. As a measure of austerity and green initiatives of the Company, copies of the Annual Report will not be distributed at the Annual General Meeting. Members desirous of obtaining physical copies of the said Notice and the Annual Report may send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at cs@tembo.in.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Also, the electronic copy of the relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through e-mail. The Members are requested to send an email to cs@tembo.in for the same.
12. Electronic copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members at the time of the Meeting.
13. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also through e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed M/s GMS & CO. (Mem. No. 32581, COP No. 11953) as the Scrutinizer to scrutinize the process of e-voting.

Detailed instructions for attending the AGM and also for e-voting are annexed.

14. The Company has notified Monday, September 23, 2024 as the record date for the purpose of AGM and payment of the Final Dividend of ₹ 1 per equity share subject to approval by the Members. The Final Dividend, if approved, will be paid on or before 29th October, 2024 to those Members whose names appear in the Register of Member as on record date. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f.



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April 1, 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961. Further details are annexed as Annexure to notes.

1. Remote e-voting will commence at 09.00 a.m. (IST) on Friday, September 27, 2024 and will end at 5.00 p.m. (IST) on Sunday, September 29, 2024, when remote e-voting will be blocked by NSDL.

Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on Monday, September 23, 2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only. Members desiring any information as regards financial statements are requested to write to the Company by Monday, September 23, 2024, so as to enable the management to keep the information ready.

2. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will be available at <https://www.tembo.in/temboglobal/investors/> and the Annual Report 2023-24 will also be available at <https://www.tembo.in/wp-content/uploads/2024/03/Tembo-Annual-report-aa.pdf> as well as on the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com>
3. Members attending the AGM in person shall be counted together for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members holding shares in the electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants immediately with whom they are maintaining their Demat accounts. Members holding shares in the physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Big Share Services Private Limited (Registrar and Share Transfer Agent of the Company). To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



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In terms of the Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, the SEBI has mandated the submission of a Permanent Account Number (PAN), Nomination, Contact details, Bank A/c details, and Specimen signature for their corresponding folio numbers by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of: a. Change in their residential status on return to India for permanent settlement b. Particulars of their bank account maintained in India with complete bank name, branch, account type, account number, and address of the bank with a pin code number, if not furnished earlier.

5. Members who wish to claim dividends, that remained unclaimed, are requested to correspond to the Company at cs@tembo.in or RTA at bss.compliance@bigshareonline.com. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF') maintained by the Government of India. For the dividend amounts that have already been transferred to the IEPF Account, the Member needs to approach the Government authorities for the same and the procedure to avail of such dividend is available at <http://www.iepf.gov.in/IEPF/refund.html>
6. In Compliance with applicable Circulars, and to support 'Green Initiative' Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31,2024, including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants. The Company will also make available a copy of its Annual Report and AGM Notice on its website.
7. Members are requested to communicate matters relating to shares and dividend matters to the Company's Registrar and Share Transfer Agent at the following address:
BIG SHARE SERVICES PRIVATE LIMITED
CIN – U99999MH1994PTC076534
Address: Bharat Tin Works Bldg Opp Vasant Oasis, Makwana Road Marol Andheri East, Mumbai - 400059
Tel.: 02262638200
E-mail: bss.compliance@bigshareonline.com
Website: www.bigshareonline.com



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8. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending an e-mail to the Company at cs@tembo.in from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 05.00 p.m. (IST) on Monday, 23rd September, 2024 will be able to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance to the Company at cs@tembo.in within the aforesaid time period.

INSTRUCTIONS FOR E-VOTING

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shar holders 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. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting webs ite of NSDL for casting your vote during the remote e-Voting period or joining virtual |



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| | <p>meeting & voting during the meeting.</p> <ol style="list-style-type: none">If you are 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.jspVisit 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 hold 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 company name or e-Voting service provider i.e. 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New |



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System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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| 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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 above mentioned 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.com or call at 022 - 4886 7000 |
| 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 toll free no. 1800-21-09911 |



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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode.

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) | 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***** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing passwor 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



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- 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to "acsgaurangshah@gmail.com" <acsgaurangshah@gmail.com>> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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?](#)" 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.: 022 - 4886 7000 or send a request to Veena Subarna at evoting@nsdl.com

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@tembo.in.



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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@tembo.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

ANNEXURE TO THE NOTES

TDS ON DIVIDEND

1. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
2. **For Resident Shareholders**, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% unless exempt under any of the provisions of the Act, on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2024-25 provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income-tax Act, 1961.
3. However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2024-25 does not exceed ₹ 5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2024-25.
4. Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a



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Company or a Firm) / Form 15H (applicable to an Individual who is of the age of 60 years or more), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.

5. Section 206AB introduced by the Finance Act, 2021 effective 1st July, 2021 provides for deduction of higher rate of tax in case a person:
 - a. Had not filed Income Tax return (ITR) for the preceding previous year where the time limit to file the return of income prescribed u/s 139 (1) of the Income-tax Act, 1961 has expired; and
 - b. Had aggregate TDS/TCS credit of H50,000 or more in that preceding year.

Accordingly, in case both the above conditions are not fulfilled, tax would be deducted at a higher rate.

6. **For Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of Section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/ Foreign Institutional Investors, the withholding tax shall be as per the rate specified in 196D of the Act plus applicable surcharge and cess on the amount of Dividend payable to them.
7. However, as per Section 90 read with Section 195 of the Income-tax Act, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following on or before August 22, 2024:
 - a. Self-attested true copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2024-25;
 - b. Self-declaration in Form 10F w.e.f. 1stApril, 2023, electronic Form 10F is mandatory as per notification no. 03/2022 dated 16thJuly, 2022 issued by Central Board of Direct taxes;
 - c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
 - d. Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholders are and will continue to remain a tax resident of the country of their residence



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during the Financial Year 2024-25;

- ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
- iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
- iv. Shareholder does not have a taxable presence or a Permanent Establishment (“PE”) in India during the Financial Year 2024-25. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
- v. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company; and
- vi. Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective April 01, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts.

8. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.
9. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.
10. The Company shall arrange to e-mail the soft copy of TDS certificate to the Shareholders at the registered e-mail ID in due course, post payment of the said Dividend and generation of TDS Certificates.
11. An e-mail communication informing the Shareholders regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered e-mail IDs of the Shareholders.



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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. 4

To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions 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 the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed up to INR 350,00,00,000/- (Indian Rupees Three Hundred Fifty Crores Only).

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 350,00,00,000/- (Indian Rupees Three Hundred Fifty Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 4 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

Item No. 5

To consider and approve for giving authorization to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 up to an aggregate revised limit of Rs. 350 Crores Pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained. In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time. Since creation of charge by way of mortgage/hypothecation/ floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sell/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the Shareholders for enhancing the existing limits under the said Section.

In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in its meeting held on 13th August, 2024 has proposed and approved for enhancing limit from existing up to an aggregate revised limit of Rs. 350 Crores, subject to the approval of Shareholders of the Company in the ensuing Annual General Meeting ("AGM").

Relationship/Interest : None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in the Agenda No. 5 of the Notice of AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

Item No. 6

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

As per Section 186 of the Act read with the Rules framed there under, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 60,00,00,000 (Rupees Sixty Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made there under, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Item No. 7:

To consider and approve the re-designation of Mr. Shalin Sanjay Patel, Executive Director of the Company as Non-Executive Non-Independent of the Company and approve remuneration:

Mr. Shalin Sanjay Patel was appointed as the Executive Director of the Company from 31st July 2020. However, due to Mr. Shalin Sanjay Patel multiple commitments and considering the executive responsibility that Mr. Shalin Sanjay Patel would assume within the Tembo group, the Board of Directors (at their meeting held on 29th August, 2024) at the recommendation of the Nomination and Remuneration Committee, proposed the re-designation of Mr. Shalin Sanjay Patel as a Non-Executive Non- Independent Director of the Company, subject to the approval of the shareholders.

Brief Profile of Mr. Shalin Sanjay Patel

He is the Non- Executive Director of the Company, appointed on 30/07/2020. He holds a degree in Master of Computer Science from University at Albany, New York, USA and Bachelor of Engineering in Computer Science from Mumbai University. As the Executive Director he has been responsible for driving business growth through short and long-term initiatives. His role involves capitalizing on opportunities, managing multiple tasks, developing linkages with community leaders and social organizations, overseeing financial operations, and regularly updating the Board of Directors on company status. Additionally, Here present the company at public events, maintain financial reports, generate new opportunities through relationships, foster staff growth and development, promote an inclusive culture, review operating reports with departmental managers, and ensure the welfare and interests of company staff.

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) are provided in Annexure A to this Notice.

Mr. Shalin Sanjay Patel is interested in the resolution set out at Item no. 7 with regard to his Change in designation from Executive Director to Non- Executive Director of the Company. His relatives may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Patel’s knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, commends his appointment as a Director (Non-Executive) of the Company as set out in the Resolution at Item No. 7 for approval by the Members.

Item No. 8

The Board of Directors of the Company had appointed Mr. FIRDOSE VANDREVALA (DIN: 00956609) as an Additional Director with effect from 29th August, 2024 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 a consent in writing to act as Director in form DIR -2 from Mr. Firdose Vandrevala, 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 from a Member in writing under Section 160 of the Act proposing his candidature for the office of Director.

In terms of the applicable provisions of the Companies Act, 2013 ("the Act"), Rules made thereunder, Articles of Association of the Company and upon due recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Director had recommended the appointment of **Mr. Firdose Vandrevala as a Non-Executive Non-Independent Director** of the Company **w.e.f. August 29, 2024**, to the members at the ensuing Annual General Meeting ("AGM").

Brief Profile of Mr. Firdose Vandrevala is mentioned below:

Mr. Firdose Vandrevala aged 73 years is Graduate Electrical Engineer with management background and experience in Tata Steel, Tata Power, Telecom Services, Telecom Technology, Real Estate, Management Consultancy and Education having rich & varied leadership experience in Organisation Building/ Business Development / Brand Management / Sales & Marketing at various levels in some of the most well-known MNC's. He started his career in 1972 as graduate trainee with TATA STEEL. In 2001, with his exceptional performance and hands-on Management Style with ability to take balanced view of strategic and operational issues, he became Deputy Managing Director of TATA STEEL and then he joined TATA TELESERVICES as Chairman. In 2002-2005 with TATA POWER as Managing Director where he launched many campaign on cost reduction and won Wartsilla Mantosh Sondhi award for excellence and value-based leadership. He has also served Motorola, Hicro Developments Pvt Ltd, Essar Steel India limited etc. Mr. Vandrevala has worked with Companies both in private and public sectors as these companies. He has also served some renowned institute as Board Member, Indian Institute Of Management (Lucknow), Indian Institute Of Mangement (Raipur). He also served on committees set up by SEBI/Government of India - Ministry of Finance to examine ADR/GDRs as well as Bonds regulations. He is currently serving on the board of companies including Maneckji Cooper Education Trust, The Firm, Premium Transmission PVT Ltd, Saf Yeast PVT Ltd, English India Clay Ltd, Greaves Cotton Ltd,.

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) are provided in Annexure A to this Notice.

Mr. Firdose Vandrevala is interested in the resolution set out at Item no. 8 with regard to his appointment as Director. His relatives may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Firdose Vandrevala knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, commends his appointment as a Director (Non-Executive) of the Company as set out in the Ordinary Resolution at Item No. 8 for approval by the Members.

Item No. 9

The Company has been consistently growing, and with the increased responsibilities of the managerial personnel, the Board of Directors believes it is appropriate to increase the overall remuneration of the managerial personnel to reward their performance and to attract and retain talented professionals.

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its directors, including managing director(s), whole-time director(s), and manager(s), in respect of any financial year, shall not exceed eleven percent of the net profits of that company for that financial year computed as per Section 198, except with the approval of the shareholders of the company by a special resolution.

The approval of the members is sought for increasing the overall managerial remuneration payable to the directors, including managing director(s), whole-time director(s), and manager(s) of the Company to Rs. 60 Crore per annum.

Further, as per Regulation 17(6) of the SEBI LODR, the approval of shareholders by way of a special resolution is required for payment of fees or compensation to executive directors who are promoters or members of the promoter group, if the aggregate annual remuneration exceeds the specified limits.

The proposed increase in remuneration is within the permissible limits under the Companies Act, 2013 and SEBI LODR. The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

None of the directors or key managerial personnel of the Company or their relatives, except the managerial personnel to whom the resolution relates, are concerned or interested in the resolution.

Details of the Directors pursuant to the provisions of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

| | | |
|------------------|--|--|
| Name of Director | Mr. Firdose Vandrevall a | Mr. Shalin Sanjay Patel |
| DIN | 00956609 | 08579598 |
| Designation | Non- Executive Non- Independent Director | Non- Executive Non- Independent Director |
| Nationality | Indian | Indian |
| Date of Birth | 17/10/1950 | 23/05/1995 |
| Age | 73 years | 29 years |
| Qualifications | Indian Institute of Technology (IIT), Kharagpur, B. Tech (Hons), Electrical: 1972 XLRI Jamshedpur, Postgraduate in Business Management: 1977 Specialized Programs from INSEAD, France; CEDEP, France; Harvard Business School, USA; and National Institute of Advanced Studies, India | He holds a degree in Master of Computer Science from University at Albany, New York, USA and Bachelor of Engineering in Computer Science from Mumbai University. |
| Experience | <p>He has vast expertise and knowledge and experience as mention below:-</p> <p>1 The FiRM (Management Consultancy): Founder, Chairman and Managing Partner English India Clay Ltd.: Board Member Greaves Cotton: Board Member SAF Yeast Private Ltd.: Board Member Premium Transmission Private Ltd.: Board member Maneckji Cooper Education Trust: Chairman and Managing Trustee Excel Controlinkage Pvt. Ltd.: Board Member</p> <p>He has also associated with: TATA Steel: Graduate Trainee (1972) to Deputy Managing director (2001) TATA Power: Deputy Managing Director (2001) to Managing Director (2005) TATA Teleservices : Chairman (2003-2005) Motorola, India: Chariman (2005-2007) Hirco Developments: Chairman and Managing Director (2007-2013) ESSAR Steel: Executive Vice Chairman (2013-2016)</p> | <p>As the Executive Director of M/S Tembo Global Industries Limited, he has been responsible for driving business growth through short and long-term initiatives. His role involves capitalizing on opportunities, managing multiple tasks, developing linkages with community leaders and social organizations, overseeing financial operations, and regularly updating the Board of Directors on company status. Additionally, he represent the company at public events, maintain financial reports, generate new opportunities through relationships, foster staff growth and development, promote an inclusive culture, review operating reports with departmental managers, and ensure the welfare and interests of company staff.</p> |

| | | |
|--|--|--|
| Terms and Conditions of appointment | Appointed as Non-executive- Non-Independent Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting. | Appointed as Non-executive- Non-Independent 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 | No remuneration except the sitting fee as permitted under the Companies Act, 2013 |
| Date of first appointment | w.e.f 29-08-2024 | w.e.f 31-07-2020 |
| Shareholding in the Company | Nil | Nil |
| Relationship with other director/Manager and other KMP | N.A | Mr. Sanjay Jashbhai Patel, Managing Director is the Father and Mrs. Smita Sanjay Patel is Mother of Shalin Sanjay Patel |
| Number of meetings attended from the date of appointment till the date of Notice of this AGM | Nil | |
| Directorships of other Board | 1. Excel Controlink Age Privatlimited 2. Eicl Limited 3. Premium Transmission Private Limited 4. Greaves Cotton Limited | 1. Saket Sevenstar Industries Limited 2. Brad & Stanley Kitchen Industries Private Limited 3. Tembo Dynamic Solutions Private Limited 4. Tembo-PES JV Private Limited |
| Membership/Chairmanship of Committees of other Board | 1. Premium Transmission PVT Ltd 2. English India Clay Ltd 3. Greaves Cotton Ltd | NIL |