



# GMS & CO.

## Practicing Company Secretary

Office: 302/ A-Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane- 401101

### Annex-A

#### Secretarial compliance report of TEMBO GLOBAL INDUSTRIES LIMITED for the year ended 31.03.2023

I, Mr. Gaurang Shah have examined:

- (a) all the documents and records made available to us and explanation provided by TEMBO GLOBAL INDUSTRIES LIMITED (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *The company complied with the SEBI LODR regulation in relation to fund raising through right issue and allotment of 10,577 shares at Rs. 100 each on 28<sup>th</sup> September, 2022.*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *The company Promoter Mr. Piyush Patel had sold 55000 shares during the right issue of the company in open market.*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable** as the Company has not brought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not applicable** during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable** as the Company has not issued any debt securities during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable** as the Company has not issued any preference shares during the financial year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable** as the Company has not issued any ESOP during the financial year under review;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;



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(k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review;  
and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.:-complied
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:- **penalty for delayed submission of related party transaction for the year ended 31<sup>st</sup> March, 2022 by 12 days.**
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



UDIN: A032581E000408484

Date: 29/05/2023

Place: Mumbai

**Note: Our Firm GMS & Co. is undergoing peer review process as per the procedure specified by the Institute of Company Secretaries of India (ICSI). We are issuing this report due to compliance deadline.**