



**TEMBO**  
*Powering Ahead*

Date: May 30, 2025

To,

**Listing Compliance,**

National Stock Exchange of India Ltd (“NSE”)

Exchange Plaza Block G, C 1,

Bandra Kurla Complex, G Block BKC,

Bandra East, Mumbai, Maharashtra 400051

**Subject: Annual Secretarial Compliance Report for Financial Year 2024-25**

Dear Sir(s) /Madam(s),

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Annual Secretarial Compliance Report dated May 20, 2025, for the financial year ended March 31, 2025, issued by VRG & Associates., Practising Company Secretaries. The same is also being uploaded on the Company’s website <https://tembo.in/investors>.

Request you to kindly take the same on record.

**For Tembo Global Industries Limited**

**Sanjay Jashbhai Patel**

**Managing Director**

**DIN: 01958033**

**Tembo Global Industries Ltd.**

GST NO. 27AAPCS4498C1ZV | CIN - L24100MH2010PLC204331 | Toll Free : 1800 123 7991 | sales@tembo.in | www.tembo.in  
Reg. Off. : Plot No.D-146/147, Turbhe MIDC, TTC Industrial Estate, S Cental Road, Opp. Balmer Lawrie Vaan Leer, Navi Mumbai, Maharashtra 400 705.  
Factory Add.: Unit No.1/B - Badrinath, Ground Floor, Tungareshwar Industrial complex, Sativali Village, Vasai (East), Dist.Palghar- 401208.



## **VRG & Associates**

**PRACTICING COMPANY SECRETARY**

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloons Shopping Center,  
Near Platform No. 1, Borivali (West), Mumbai - 400 092.

☎ 9769680504 | ✉ vrg.gupta@gmail.com



### **SECRETARIAL COMPLIANCE REPORT OF TEMBO GLOBAL INDUSTRIES LIMITED FOR THE YEAR ENDED 31.03.2025**

I, Vijay Gupta have examined that:

1. all the documents and records made available to us and explanation provided by Tembo Global Industries Limited (“the listed entity”),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31.03.2025 (“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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –**Not applicable** as the Company has not bought back/ propose to buyback any of its securities during the financial year under review;

- and clause 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by Securities and Exchange Board of India on “Resignation of Statutory Auditors from listed entities and their Material Subsidiaries” – **Not applicable**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below where clarifications were asked by Stock exchanges:

S r N o	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/remarks of the Practicing Company Secretary, if any	Management Response	Remarks
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1.	Regulation 33 of SEBI (LODR) Regulations 2015	Regulation 33	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited for the quarter ended 30-Sep-2024 with respect to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On basis of above the Company is required to clarify the following: -1. Financial results submitted is not as per format prescribed by SEBI The response of the Company is awaited	The Company had received a mail from NSE regarding With reference to your query regarding the quick result submitted to the Exchange dated 26-Oct-2024 of TEMBO: Following deficiency/ non submission have/has been observed in by your good office, Clarifications on the same given below: 1. Financial results submitted is not as per format prescribed by SEBI - balance sheet does not specify Standalone and Consolidated heading.	NA	The Listed entity has filed an adequate and justifiable reply/clarification to NSE within the timeline.	Management has provided adequate resolution to the said clarification within the stipulated timeline.	NA
2.	Regulation 43 of SEBI (LODR) Regulations 2015	Regulation 43	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited for the Final Dividend declared by the Company in the notice of Board Meeting to be held on Thursday, August 29, 2024	Exchange has imposed Fine of Rs.11,800/- on the Company for such typographical errors.	11,800/-	The Listed entity has paid such fine on 15 <sup>th</sup> October,2024	Management has provided adequate resolution to the said clarification within the stipulated timeline.	It is suggested to be cautious while submitting any doc

										ument on the Exchange
3.	Regulation 30 of SEBI (LODR) Regulations 2015	Regulation 30	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited for the Lock in shares of Share of Promoter/ Promoter Group and Non Promoter of the Company	The Company had received a mail from NSE regarding lock in shares of shares of Promoter/ Promoter Group and Non Promoter of the Company	NA	The Listed entity has filed an adequate and justifiable reply/clarification to NSE within the timeline.	Management has provided adequate resolution to the said clarification within the stipulated timeline.	
4.	Regulation 30 of SEBI (LODR) Regulations 2015	Regulation 30	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited regarding the letter submitted by the Company intimating the receipt of a contract, which was subsequently withdrawn by the Company.	The Company had received a mail from NSE regarding the letter submitted by the Company intimating the receipt of a contract, which was subsequently withdrawn by the Company.	NA	The Listed entity has filed an adequate and justifiable reply/clarification to NSE within the timeline.	Management has provided adequate resolution to the said clarification within the stipulated timeline.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

**ADDITIONAL AFFIRMATION:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observation Remarks by PCS</b>
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Applicable
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Not Applicable
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Applicable
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies</li> <li>• Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	Yes	Not Applicable
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Not Applicable

7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not Applicable
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none"> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</li> </ul>	Yes	Not Applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Applicable
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, however the Company has received notices from BSE Limited and the National Stock Exchange of India Limited, both dated December 13, 2024, regarding the imposition of a penalty of Rs. 10,000 each, due to a delay in submitting the prior intimation of the Board Meeting by one day to the Exchanges for the meeting held on November 14, 2024.	NA	<p>The Management has informed that the delay in prior intimation was caused by a technical glitch &amp; was unintentional. The said penalties were duly paid within the prescribed regulatory timelines to both stock exchanges.</p> <p>Additionally, no action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder from time to time during the year under reviewed.</p>
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	<p>The Listed entity has complied all the applicable provisions of SEBI regulation/circular/guidance note issued by SEBI from time to time.</p> <p>There is no Non-compliance observed/happened during the financial year under review.</p>
13.	<u>Structure Digital Database:</u> Company has adhered to the requirements concerning the Structure Digital Database (SDD) as mandated under Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Applicable



**\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as No' or 'NA'**

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For VRG & Associates  
Practicing Company Secretary**



**Vijay Gupta  
Proprietor  
Mem No: 33236  
CP No.: 22478  
Peer Review No. 5449/2024**

**UDIN: A033236G000389471  
Date: May 20<sup>th</sup>, 2025  
Place: Mumbai**