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## **NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

**Notice** is hereby given that the Extra-Ordinary General Meeting ("the EGM / the Meeting") of the Members of M/s. Tembo Global Industries Limited ("the Company") will be held on **Thursday, September 11, 2025 at 12:30 P.M. (IST)** through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

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### **SPECIAL BUSINESS:**

#### **1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 22,00,00,000/- (Rupees Twenty Two crores) divided into 2,20,00,000 (Two Crores Twenty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each (Rupees Ten Only) ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

**"V.** The Authorized Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten).

**RESOLVED FURTHER THAT** the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

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**2. ISSUE OF 40,38,600 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up 40,38,600 (Forty Lakhs Thirty Eight Thousand Six Hundred Only) Equity Share of the **Face Value of Rs. 10/- (Rupees Ten Only)** each on a preferential basis, for cash, at an **Issue Price of Rs. 492/- (Rupees Four Hundred and Ninety Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty Two Only)** each per share which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (‘Issue Price’) aggregating to an amount not exceeding **Rs. 1,98,69,91,200/- (Rupees One Hundred Ninety Eight Crores Sixty Nine Lakhs Ninety One Thousand Two Hundred Only)** to the following non-promoter individual/entities (hereinafter referred to as the (“Proposed Allottees of Equity Shares”), to the following non-promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”) **as detailed in ANNEXURE ‘A’**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Equity Shares shall be Tuesday, August 12, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, September 11, 2025.

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**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- b. The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e. Allotment of Equity Shares shall only be made in dematerialized form.
- f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above

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mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Equity shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**3. ISSUE OF 24,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”),

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the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to **24,00,000 (Twenty Four Lakhs) Share Warrants (“Warrants”)** each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash, at an **issue price of Rs. 492/- (Four Hundred and Ninety-Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty-Two Only)** each per Warrant at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (‘Warrant Issue Price’) aggregating to an amount not exceeding **Rs. 118,08,00,000/- (Rupees One Hundred Eighteen Crores and Eight Lakhs Only)**, to the following promoter and non-promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Proposed Allottees of Share Warrants	Category (Promoter and Non-Promoter)	No. of Shares Warrants proposed to be issued (up to)	Issue Price (INR)	Outcome of the subscription / Investment amount (INR) (Approx/ maximum.)
1	Fatema Shabbir Kachwala	Promoter	6,00,000	492	29,52,00,000
2	Piyush Jashbhai Patel	Promoter	5,00,000	492	24,60,00,000
3	Sanjay Patel Holdings Private Limited	Promoter	1,00,000	492	4,92,00,000
4	Mohammed Abdul Nayeem	Non-Promoter	12,00,000	492	59,04,00,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Equity Shares shall be

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Tuesday, August 12, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Thursday, September 11, 2025.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

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- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and

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thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

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

Sd/-

**Sanjay Jashbhai Patel**  
**Managing Director**  
**DIN- 01958033**

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

**Place: Navi Mumbai**  
**Date: August 19, 2025**

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### NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Extra-Ordinary General Meeting (the EGM/the meeting) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The Registered Office of the Company shall be deemed to be the venue for the EGM. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through their registered email address to [amitagala123@gmail.com](mailto:amitagala123@gmail.com) with copies marked to the Company at [cs@tembo.in](mailto:cs@tembo.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent to the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

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- a. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agent:  
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](mailto:bss.compliance@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)
- b. *In the case of Shares held in Demat mode:*  
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company's website: [www.tembo.in](http://www.tembo.in), websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available at NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the Extra-Ordinary General Meeting through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [cs@tembo.in](mailto:cs@tembo.in). The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
10. Members of the Company holding shares either in physical form or in dematerialized forms as on cut-off date i.e., **Thursday, September 04, 2025**, will be entitled to vote on the resolutions proposed in the Notice.

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11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Information relating to e-voting and other instructions are as under:
- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of National Securities Depository Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
  - b. The Board of Directors of the Company has appointed Ms. Amita Karia, Practicing Company Secretaries (FCS 11066; COP 16962) as Scrutinizer to scrutinize the voting and remote e voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Thursday, September 04, 2025**.
  - d. Remote e-voting will commence at **09:00 A.M. on Monday, September 08, 2025** and will end at **05:00 P.M. on Wednesday, September 10, 2025**, when remote e-voting will be blocked by NSDL.
13. The Members can join the EGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for **1000 members on a first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the meeting without restriction on account of first come first served basis.
14. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

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As per SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Monday, September 08, 2025 at 09:00 A.M. and ends on Wednesday, September 10, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 04, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 04, 2025.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful

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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 website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. 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.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



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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.





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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 &amp; 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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

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	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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.*

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.How to cast your vote electronically and join General Meeting 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.
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.

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Factory Add.: Unit No.1/B - Badrinath, Ground Floor, Tungareshwar Industrial complex, Sativali Village, Vasai (East), Dist.Palghar- 401208.



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#### **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 [amitagala123@gmail.com](mailto:amitagala123@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@tembo.in](mailto:cs@tembo.in) . 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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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](mailto:cs@tembo.in).
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](mailto:cs@tembo.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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

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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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

The Board of Directors of the Company in its meeting held on August 19, 2025, proposed increase of Authorised Share Capital of the Company from Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rs. Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity shares of Rs. 10/- (Rs. Ten Only) each subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of 80,00,000 (Eighty Lakhs) additional equity shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection by the shareholders of the company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

**ITEM NO. 2:**

**ISSUE OF 40,38,600 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:**

The Board of Directors of the Company in its meeting held on August 19, 2025, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of equity shares up to 40,38,600 (Forty Lakhs Thirty Eight Thousand Six Hundred) Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each of the Company at an

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Issue Price of Rs. 492/- (Rupees Four Hundred and Ninety Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty Two Only) each per Equity Share which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding **Rs. 1,98,69,91,200/- (Rupees One Hundred Ninety Eight Crores Sixty Nine Lakhs Ninety One Thousand Two Hundred Only)** to the proposed allottees being persons other than Promoter(s).

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

**1. The objects of the preferential issue:**

The Company intends to utilise the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") directly or through its subsidiaries or joint ventures or associates towards:

- a) investing in the EPC projects
- b) investing in the defence projects
- c) deployment towards working capital requirements.
- d) General corporate purpose, as the Board may from time to time decide in the best interest of the Company.

However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

**Utilization of Issue Proceeds**

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. no.	Particulars	Total estimated amount to be utilized.  (Amount in Crores INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1	EPC projects (Directly or through its subsidiaries)	49.67	2 years
2	Defence Project (Directly or through its subsidiaries)	59.61	2 years

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3	Working Capital	39.74	2 years
4	General Corporate Purposes (Directly or through its subsidiaries)	49.67	2 years
	<b>Total</b>	<b>198.69</b>	

*\* Contingent upon full subscription of offer*

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

As the issue size of the issue exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”). The Monitoring Agency shall submit a report to our Board as required under the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and

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funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

**2. Particulars of the offer including the maximum number of specified securities to be issued.**

Preferential issue of 40,38,600 (Forty Lakhs Thirty Eight Thousand Six Hundred) Equity Shares of face value of Rs. 10/- each at an issue price not exceeding Rs. 492/- (Four Hundred and Ninety-Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty-Two Only) each per Equity Share aggregating to an amount not exceeding Rs. 1,98,69,91,200/- (Rupees One Hundred Ninety Eight Crores Sixty Nine Lakhs Ninety One Thousand Two Hundred Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

**3. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Equity shares shall be Tuesday, August 12, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Thursday, September 11, 2025.

**4. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed on National Stock Exchange of India Limited ("NSE"). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations. Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 491.05/- (Rupees Four Hundred Ninety One and Five paisa Only) per Equity Share, being higher of the following:

- a. the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 472.35/-;**
- b. the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 491.05/-;**

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Further a certificate has been obtained from Ms. Amita Karia, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Equity Shares to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated August 12, 2025 issued by Ms. Binal B. Darji, Independent Registered Valuer (IBBI/RV/02/2021/14321) having office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai- 400067 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at [www.tembo.in](http://www.tembo.in).

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 491.05/- (Rupees Four Hundred Ninety One and Five paise only).

**5. Amount which the Company intends to raise by way of such securities.**

The company intends to raise an amount not exceeding Rs. 1,98,69,91,200/- (Rupees One Hundred Ninety Eight Crores Sixty Nine Lakhs Ninety One Thousand Two Hundred Only).

**6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

None of the directors or Promoters, Key Management Personnel or Senior management intend to subscribe to the preferential issue.

**7. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India,

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the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**8. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:**

The details have been provided in **Annexure B** forming part of this Notice.

**9. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure D** forming part of this Notice.

**10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Sr. No.	Names of the proposed allottee(s) of equity shares	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	Pan Card of ultimate beneficial owners
1	Infinite Five Ventures	Parin Anilkumar Shah	ABVPS5882J
2	Haria Enterprise	Harsh Kishor Savla	DEDPS9902D
3	Sheetal Enterprises	Kajal Mahindra Shah	AAIPS4667H
4	Brillano Ceramico Private Limited	Mahesh Raichand Shah	ATOPS0119F
5	SVK Realty & Investment	Amish Vinod Shah Manish Sumantilal Shah / Mohit Kamlesh Shah	ADRPS1071R ADRPS1088E EPTPS2603H
6	ESPI Industries & Chemicals Private Limited	Dhruv Chadda	ATMPC2739D
7	Nova Global Opportunities Fund PCC - Touchstone	Padam Khurana	AHYPK7551P

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8	Venus Investments VCC - Venus Stellar Fund	Amul M Shah / Bharti Ashok Totlani	Passport-128719823 / AAAPT6784A
9	Cullinan Opports Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund I	Mohanpersad Soovydhee	Passport - 1622789
10	Veloce Opportunities Fund	Jogani Nirav Dineshchandra	ABBPJ5166G
11	Astorne Capital VCC Arven	Rohan Madhukar Mota	ALOPM9022B
12	Veloce Innovations LLP	Jogani Nirav Dineshchandra	ABBPJ5166G
13	Minerva Ventures Fund	Ghanshyam Hurry	Passport - 1921021
14	Altius Finserv Private Limited	Pawan Kumar Bansal	ACFPB2226A
15	Nautilus Private Capital LTD	Veeraj Toofany	Passport - 1532446
16	Mangalsudha Dealers Private Limited	Tapas Das	BDVPD2330R
17	Smart Horizon Opportunity Fund	Heena Parth Shah	AAKFH9799K
18	Ruchas Ventures	Priyanka Himanshu Jain	BFYPM1771E
19	Grobiz SME Opportunity Fund	Amit Kumar	ALDPK0991N
20	Arham Empower Equity	Rohan Madhukar Mota	ALOPM9022B

## **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, Tungreshwar Industrial complex, Sativali Village, Vasai (East), Dist.Palghar- 401208.



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21	Infinity Capital Services	Mit Parag Sheth Pranali Bhavin Shah Naren Karani	GXFPS6655P BJYPS3707A AIWPK0610N
22	Quantum Investments	Anand Prakash	AISPP0382J

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares of the Company.

**12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the financial year, the Company has not allotted any securities on a preferential basis.

**13. Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

**14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:**

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**15. The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:**

The details have been provided in Annexure C forming part of this Notice

**Tembo Global Industries Ltd.**



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**16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable

**17. Lock-in-period:**

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

**18. Practicing Company Secretary's Certificate:**

The certificate from Ms. Amita Karia, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.tembo.in](http://www.tembo.in)

**19. Undertaking:**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

**20. Other disclosures:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None

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- of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of Equity shares has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
  - d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
  - e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
  - f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
  - g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
  - h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares as specifically described in the resolutions set out at Item No.: 02 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 02 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### **ITEM NO. 3:**

#### **ISSUE OF 24,00,000 SHARES WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:**

The Board of Directors of the Company in its meeting held on August 19, 2025, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Share Warrants up to 24,00,000 (Twenty Four Lakhs) Shares warrants convertible into equity shares of a face value of Rs. 10/- (Rupees Ten Only) each of the Company at an Issue Price of Rs. 492/- (Rupees Four Hundred and Ninety Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty Two Only) each per Share Warrants which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding **Rs. 118,08,00,000/- (Rupees One Hundred Eighteen Crores and Eight Lakhs Only)** to the proposed allottees being Promoter(s) and Non-Promoters.

### **Tembo Global Industries Ltd.**



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Requisite information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

**1. The objects of the preferential issue:**

The Company intends to utilise the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) (“Net Proceeds”) directly or through its subsidiaries or joint ventures or associates towards:

- a) investing in the EPC projects
- b) investing in the defence projects
- c) deployment towards working capital requirements.
- d) General corporate purpose, as the Board may from time to time decide in the best interest of the Company.

However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

**Utilization of Issue Proceeds**

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1	EPC projects (Directly or through its subsidiaries)	29.52	2 years
2	Defence Project (Directly or through its subsidiaries)	35.42	2 years
3	Working Capital	23.62	2years
4	General Corporate Purposes (Directly or through its subsidiaries)	29.52	2 years

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	<b>Total</b>	<b>118.08</b>	
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*\* Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares*

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

As the issue size of the issue exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**"). The Monitoring Agency shall submit a report to our Board as required under the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

**2. Particulars of the offer including the maximum number of specified securities to be issued.**

Preferential issue of 24,00,000 (Twenty Four Lakhs) Share Warrants of face value of Rs. 10/- each at an issue price not exceeding Rs. 492/- (Four Hundred and Ninety-Two Only) including premium of Rs. 482/- (Rupees Four Hundred and Eighty-Two Only) each per Share Warrant aggregating to an amount not exceeding **Rs. 118,08,00,000/- (Rupees One Hundred Eighteen Crores and Eight Lakhs Only)** in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

**3. Relevant Date with reference to which the price has been arrived at:**

**Tembo Global Industries Ltd.**



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In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Share Warrants shall be Tuesday, August 12, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Thursday, September 11, 2025.

**4. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed on National Stock Exchange of India Limited ("NSE"). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations. Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 491.05/- (Rupees Four Hundred Ninety One and Five paise Only) per Equity Share, being higher of the following:

- c. the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 472.35/-;**
- d. the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 491.05/-;**

Further a certificate has been obtained from Ms. Amita Karia, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Share Warrants to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated August 12, 2025 issued by Ms. Binal B. Darji, Independent Registered Valuer (IBBI/RV/02/2021/14321) having office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai- 400067 in accordance with

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Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at [www.tembo.in](http://www.tembo.in).

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 491.05/- (Rupees Four Hundred Ninety One and Five paise only).

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

**5. Amount which the Company intends to raise by way of such securities.**

The company intends to raise an amount not exceeding Rs. 118,08,00,000/- (Rupees One Hundred Eighteen Crores and Eight Lakhs Only).

**6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

The following Directors & promoters' intent to participate and subscribe to the preferential offer:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted
Fatema Shabbir Kachwala	Promoter and Director	6,00,000
Piyush Jashbhai Patel	Promoter	5,00,000
Sanjay Patel Holdings Private Limited	Promoter	1,00,000

Except for the above, none of the directors, promoters, Key Management Personnel or Senior Management of the Company intend to subscribe to the preferential issue.

**7. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment

**Tembo Global Industries Ltd.**





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shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of share warrants in dematerialized form.

**8. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:**

Sr. No	Name of the Proposed Allottee of Share Warrants	PAN card of allottees	Class (Promoter/Non-Promoter)	Pre-preferential Issue Shareholding		Issue of Warrants (Present Issue) (No.)	Post Shareholding after Conversion of Warrants*	
				No. of Shares	% of Share holding#		No. of Shares	% of Share holding
1.	Fatema Shabbir Kachwala	AQUPK4999C	P	3354200	21.69	6,00,000	3954200	17.41
2.	Piyush Jashbhai Patel	AAFPP6533Q	P	5,66,000	3.66	5,00,000	1066000	4.69
3.	Sanjay Patel Holdings Private Limited	ABOCS0346R	P	0	0	1,00,000	1,00,000	0.44
4.	Mohammed Abdul Nayeem (Chairman, Masah Group, Saudi Arabia)	AZMPM0861C	NP	0	0	12,00,000	12,00,000	5.28

**#calculated on basis of the actual current shareholding**

**\*The post shareholding pattern figures are derived under the assumption that**

- (1) all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 2
- (2) all proposed share warrants in accordance with Resolution No. 3 shall be subscribed, and warrants will subsequently be exercised or converted into equity shares.
- (3) the 810,000 Share warrants approved by members on October 1, 2024 shall be exercised or converted into equity shares.

**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, Tungreshwar Industrial complex, Sativali Village, Vasai (East), Dist.Palghar- 401208.



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**9. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure D** forming part of this Notice.

**10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Sr. No.	Names of the proposed allottee(s) of share warrants	Names of ultimate beneficial owners of proposed allottee(s) of share warrants	Pan Card of ultimate beneficial owners
1	Sanjay Patel Holdings Private Limited	Sanjay Patel	AAJPP2657H

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

**12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the financial year, the Company has not allotted any securities on a preferential basis.

**13. Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would

**Tembo Global Industries Ltd.**



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have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

**14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:**

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**15. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:**

Sr. No.	Names of the Proposed Allottees of Share Warrant	Current Status of the Proposed Allottee of Share Warrant	Proposed Status of the Proposed Allottee post the preferential issue
1	Fatema Shabbir Kachwala	Promoter	Promoter
2	Piyush Jashbhai Patel	Promoter	Promoter
3	Sanjay Patel Holdings Private Limited	Promoter	Promoter
4	Mohammed Abdul Nayeem (Chairman, Masah Group, Saudi Arabia)	Non- Promoter	Non-Promoter

**16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable

**17. Lock-in-period:**

The Share warrants allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

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#### **18. Practicing Company Secretary's Certificate:**

The certificate from Ms. Amita Karia, Practicing Company Secretary, having her office Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.tembo.in](http://www.tembo.in)

#### **19. Undertaking:**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

#### **20. Other disclosures:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.

### **Tembo Global Industries Ltd.**



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- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.: 03 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 03 in the accompanying notice for approval by the Members.

Except Ms. Fatema Shabbir Kachwala, Mr. Sanjay Jashbhai Patel and Piyush Jashbhai Patel, to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## **Tembo Global Industries Ltd.**





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**Annexure A**

Sr. no.	Name of the Investors/proposed allottees	Promoter (P)/Non Promoter (NP)	NO of shares (up to)	Issue Price	Outcome of the subscription / Investment amount (INR) (Approx.)
1.	Minerva Ventures Fund	NP	609,750	492	299,997,000
2.	Venus Investments VCC - Venus Stellar Fund	NP	548,750	492	269,985,000
3.	Altius Finserv Private Limited	NP	508,125	492	249,997,500
4.	Nova Global Opportunities Fund PCC - Touchstone	NP	406,500	492	199,998,000
5.	Cullinan Opports Fund VCC- Cullinan Opportunities Incorporated VCC Sub Fund I	NP	145,000	492	71,340,000
6.	Veloce Innovations LLP	NP	142,275	492	69,999,300
7.	Veloce Opportunities Fund	NP	101,625	492	49,999,500
8.	Sameer Madhukar Chandurkar	NP	101,625	492	49,999,500
9.	Quantum Investments	NP	100,000	492	49,200,000
10.	Siddharth Abhaikumar Nahar	NP	91,450	492	44,993,400
11.	Sandeep Singh	NP	81,300	492	39,999,600
12.	Astorne Capital VCC Arven	NP	50,800	492	24,993,600
13.	Nawaz Singhania	NP	40,650	492	19,999,800
14.	Shah Dhiren Mahendrakumar	NP	40,650	492	19,999,800
15.	Nautilus Private Capital LTD	NP	40,650	492	19,999,800
16.	Smart Horizon Opportunity Fund	NP	40,650	492	19,999,800
17.	Grobiz SME Opportunity Fund	NP	40,650	492	19,999,800
18.	Shwetal Prateek Kothari	NP	30,000	492	14,760,000
19.	Neeta Navin Nagda	NP	20,325	492	9,999,900
20.	Haria Enterprise	NP	20,325	492	9,999,900
21.	SVK Realty & Investment	NP	20,325	492	9,999,900

**Tembo Global Industries Ltd.**

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**TEMBO**  
Powering Ahead

22.	Suruchi Singhania	NP	20,325	492	9,999,900
23.	Darshan Kirtikumar Shah	NP	20,325	492	9,999,900
24.	Gopal Sharma	NP	20,325	492	9,999,900
25.	Rekha Hura	NP	20,325	492	9,999,900
26.	Hari Thayrajan	NP	20,000	492	9,840,000
27.	Anahaita Shah	NP	20,000	492	9,840,000
28.	Syed Akbar Ul Haque	NP	20,000	492	9,840,000
29.	Sanjay Arvind Mehta	NP	20,000	492	9,840,000
30.	Sunayna Salthanat Saleheen	NP	15,000	492	7,380,000
31.	Zeenat Faizan Memon	NP	15,000	492	7,380,000
32.	Hussain Mustafa Furniturewala	NP	15,000	492	7,380,000
33.	Kirti Deep	NP	11,175	492	5,498,100
34.	Ashokkumar Vasantlal Shah	NP	10,150	492	4,993,800
35.	Hemant Hansraj Maru	NP	10,150	492	4,993,800
36.	Piyush Jadavji Vora	NP	10,150	492	4,993,800
37.	Bhairav M Vyas	NP	10,150	492	4,993,800
38.	Infinite Five Ventures	NP	10,150	492	4,993,800
39.	Sukumar Ramachandran Nair	NP	10,150	492	4,993,800
40.	Vaishali Parin Shah	NP	10,150	492	4,993,800
41.	Alpa Sunil Chheda	NP	10,150	492	4,993,800
42.	Rahul Talakshi Nagda	NP	10,150	492	4,993,800
43.	Nehal Rahul Nagda	NP	10,150	492	4,993,800
44.	Sheetal Enterprises	NP	10,150	492	4,993,800
45.	Nayana Prasad Vaidya	NP	10,150	492	4,993,800
46.	Ajay Suresh Sawhney	NP	10,150	492	4,993,800
47.	Niranjan Ratanshi Sachade	NP	10,150	492	4,993,800
48.	Jayshree Rajesh Vora	NP	10,150	492	4,993,800
49.	Kavita Samir Chheda	NP	10,150	492	4,993,800
50.	Sunil Veljibhai Saiya	NP	10,150	492	4,993,800

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**TEMBO**  
Powering Ahead

51.	Hansa Deepak Chheda	NP	10,150	492	4,993,800
52.	Mahesh Raichand Shah	NP	10,150	492	4,993,800
53.	Brillano Ceramico Private Limited	NP	10,150	492	4,993,800
54.	Ketan K Shah	NP	10,150	492	4,993,800
55.	ESPI Industries & Chemicals Private Limited	NP	10,150	492	4,993,800
56.	Dr Mehernosh Rustom Sidhwa	NP	10,150	492	4,993,800
57.	Jay Patel	NP	10,150	492	4,993,800
58.	Shantanu Agarwal	NP	10,150	492	4,993,800
59.	Prabodh Agarwal	NP	10,150	492	4,993,800
60.	Piyush Mahasukhlal Shah	NP	10,150	492	4,993,800
61.	Shrey Piyush Shah	NP	10,150	492	4,993,800
62.	Shreepriya Chaudhary	NP	10,150	492	4,993,800
63.	Aarnav Chaudhary	NP	10,150	492	4,993,800
64.	Varun Rajeev Jain	NP	10,150	492	4,993,800
65.	Anita Rajeev Jain	NP	10,150	492	4,993,800
66.	Nandini Arora	NP	10,150	492	4,993,800
67.	Chandan Rajkamal Gupta	NP	10,150	492	4,993,800
68.	Chapre Maroti Gangaram	NP	10,150	492	4,993,800
69.	Mangalsudha Dealers Private Limited	NP	10,150	492	4,993,800
70.	Vineet Gupta	NP	10,150	492	4,993,800
71.	Jasmeet Singh Budhiraja	NP	10,150	492	4,993,800
72.	Gargee Tamal Sen	NP	10,150	492	4,993,800
73.	Jyoti Jain	NP	10,150	492	4,993,800
74.	Harrmit Dillon	NP	10,150	492	4,993,800
75.	Pooja Dayaldas Khemani	NP	10,150	492	4,993,800
76.	Mayank Singh	NP	10,150	492	4,993,800
77.	Shalin Trivedi	NP	10,150	492	4,993,800

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**TEMBO**  
Powering Ahead

78.	Ankur Gupta	NP	10,150	492	4,993,800
79.	Ashish Gupta	NP	10,150	492	4,993,800
80.	Sachin Balkrishna Ramdasi	NP	10,150	492	4,993,800
81.	Amit Rajvanshi	NP	10,150	492	4,993,800
82.	Rahul Sehgal	NP	10,150	492	4,993,800
83.	Saket Khare	NP	10,150	492	4,993,800
84.	Sushant Sachdeva	NP	10,150	492	4,993,800
85.	Purva Gupta	NP	10,150	492	4,993,800
86.	Kopal Chourey	NP	10,150	492	4,993,800
87.	Sumit Rajvanshi	NP	10,150	492	4,993,800
88.	Deepak Raichand Karani	NP	10,000	492	4,920,000
89.	Arham Empower Equity	NP	10,000	492	4,920,000
90.	Infinity Capital Services	NP	10,000	492	4,920,000
91.	Tasneem Shabbir Mahimwalla	NP	10,000	492	4,920,000
92.	Adeshh Radhakishan Mantri	NP	10,000	492	4,920,000
93.	Sarla Devi Dogra	NP	6,050	492	2,976,600
94.	Ruchas Ventures	NP	5,475	492	2,693,700
95.	Sagar Doshi	NP	5,075	492	2,496,900
96.	Saba Arif Memon	NP	5,000	492	2,460,000
97.	Huzaifa Zainuddin Mandsaurwala	NP	5,000	492	2,460,000
98.	Vijayabala Anand	NP	5,000	492	2,460,000
99.	Nemchand Laxmichand Dedhia	NP	5,000	492	2,460,000
100 .	Deep Haria	NP	5,000	492	2,460,000
TOTAL			40,38,600		1,98,69,91,200/-

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**TEMBO**  
Powering Ahead

**Annexure B**

Sr. No.	Names of the Proposed Allottees of Equity Shares	PAN	Class (Promoter/Non-Promoter)	Pre-Issue Shareholding No. of Shares		Issue of Equity (Present Issue)	Post Issue Shareholding after issue of securities*	
				No. of Shares	% of Share holding#		No. of Shares	% of Share holding
1.	Minerva Ventures Fund	AAQCM6132Q	NP	0	0	609,750	609,750	2.68
2.	Venus Investments VCC - Venus Stellar Fund	AALCV0846M	NP	0	0	548,750	548,750	2.42
3.	Altius Finserv Private Limited	ACFPB2226A	NP	0	0	508,125	508,125	2.24
4.	Nova Global Opportunities Fund PCC - Touchstone	AAICN7211R	NP	0	0	406,500	406,500	1.79
5.	Cullinan Opprts Fund VCC- Cullinan Opportunities Incorporated VCC Sub Fund I	AAMCC2456P	NP	0	0	145,000	145,000	0.64
6.	Veloce Innovations LLP	AASFV8199H	NP	0	0	142,275	142,275	0.63
7.	Veloce Opportunities Fund	AAETB3413G	NP	0	0	101,625	101,625	0.45
8.	Sameer Madhukar Chandurkar	AABPC4600P	NP	0	0	101,625	101,625	0.45
9.	Quantum Investments	AABFQ3230F	NP	0	0	100,000	100,000	0.44
10.	Siddharth Abhaikumar Nahar	ACAPN8327K	NP	0	0	91,450	91,450	0.40

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**TEMBO**  
Powering Ahead

11.	Sandeep Singh	BDMPS0839R	NP	0	0	81,300	81,300	0.36
12.	Astorne Capital VCC Arven	AAZCA1579J	NP	0	0	50,800	50,800	0.22
13.	Nawaz Singhania	AFGPM2417N	NP	0	0	40,650	40,650	0.18
14.	Shah Dhiren Mahendrakumar	BEEPS4980Q	NP	0	0	40,650	40,650	0.18
15.	Nautilus Private Capital LTD	AAJCT7456M	NP	0	0	40,650	40,650	0.18
16.	Smart Horizon Opportunity Fund	ABJTS0503Q	NP	0	0	40,650	40,650	0.18
17.	Grobiz SME Opportunity Fund	AAETG7222L	NP	0	0	40,650	40,650	0.18
18.	Shwetal Prateek Kothari	AADPM2608K	NP	0	0	30,000	30,000	0.13
19.	Neeta Navin Nagda	AACPN1420H	NP	0	0	20,325	20,325	0.09
20.	Haria Enterprise	AALFH1105L	NP	16,500	0.11	20,325	36,825	0.16
21.	SVK Realty & Investment	AFJFS0750D	NP	0	0	20,325	20,325	0.09
22.	Suruchi Singhania	BCGPS1764L	NP	0	0	20,325	20,325	0.09
23.	Darshan Kirtikumar Shah	AAYPS6029F	NP	0	0	20,325	20,325	0.09
24.	Gopal Sharma	AQCPS7204G	NP	0	0	20,325	20,325	0.09
25.	Rekha Hura	AANPH2404E	NP	0	0	20,325	20,325	0.09
26.	Hari Thayrajan	AHPPD7572G	NP	0	0	20,000	20,000	0.09
27.	Anahaita Shah	AANPS9303H	NP	0	0	20,000	20,000	0.09
28.	Syed Akbar Ul Haque	ABVPH3299N	NP	0	0	20,000	20,000	0.09
29.	Sanjay Arvind Mehta	AACPM8445R	NP	0	0	20,000	20,000	0.09

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30.	Sunayna Salthanat Saleheen	MVEPS7618R	NP	0	0	15,000	15,000	0.07
31.	Zeenat Faizan Memon	ARXPR2862D	NP	0	0	15,000	15,000	0.07
32.	Hussain Mustafa Furniturewala	ABDPF7270R	NP	0	0	15,000	15,000	0.07
33.	Kirti Deep	AHPPD7572G	NP	0	0	11,175	11,175	0.05
34.	Ashokkumar Vasantlal Shah	AFXPS3621K	NP	0	0	10,150	10,150	0.04
35.	Hemant Hansraj Maru	AADPM9744L	NP	0	0	10,150	10,150	0.04
36.	Piyush Jadavji Vora	ABXPV5681Q	NP	0	0	10,150	10,150	0.04
37.	Bhairav M Vyas	AAYPV2872P	NP	0	0	10,150	10,150	0.04
38.	Infinite Five Ventures	AALFI1630D	NP	0	0	10,150	10,150	0.04
39.	Sukumar Ramachandran Nair	ADPPR9673Q	NP	0	0	10,150	10,150	0.04
40.	Vaishali Parin Shah	AZSPS4801J	NP	0	0	10,150	10,150	0.04
41.	Alpa Sunil Chheda	AAFPC0663G	NP	21,880	0.14	10,150	32,030	0.14
42.	Rahul Talakshi Nagda	AEQPN6375K	NP	0	0	10,150	10,150	0.04
43.	Nehal Rahul Nagda	AKRPV8350P	NP	0	0	10,150	10,150	0.04
44.	Sheetal Enterprises	AFMFS8591M	NP	0	0	10,150	10,150	0.04
45.	Nayana Prasad Vaidya	ACHPV2501J	NP	0	0	10,150	10,150	0.04
46.	Ajay Suresh Sawhney	ANMPS8229C	NP	0	0	10,150	10,150	0.04
47.	Niranjan Ratanshi Sachade	AAVPS6353H	NP	0	0	10,150	10,150	0.04

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Powering Ahead

48.	Jayshree Rajesh Vora	ACAPV4149D	NP	0	0	10,150	10,150	0.04
49.	Kavita Samir Chheda	AABPC4651N	NP	0	0	10,150	10,150	0.04
50.	Sunil Veljibhai Saiya	AAHPS6404R	NP	0	0	10,150	10,150	0.04
51.	Hansa Deepak Chheda	AACPC4580H	NP	0	0	10,150	10,150	0.04
52.	Mahesh Raichand Shah	ATOPS0119F	NP	0	0	10,150	10,150	0.04
53.	Brillano Ceramico Private Limited	AALCB0133H	NP	0	0	10,150	10,150	0.04
54.	Ketan K Shah	BMPPS9645M	NP	0	0	10,150	10,150	0.04
55.	ESPI Industries & Chemicals Private Limited	AAACE4541M	NP	0	0	10,150	10,150	0.04
56.	Dr Mehernosh Rustom Sidhwa	AAPPS8124E	NP	0	0	10,150	10,150	0.04
57.	Jay Patel	BRGPP5813E	NP	0	0	10,150	10,150	0.04
58.	Shantanu Agarwal	AIAPA6327Q	NP	0	0	10,150	10,150	0.04
59.	Prabodh Agarwal	AKIPA3870G	NP	0	0	10,150	10,150	0.04
60.	Piyush Mahasukhlal Shah	AKUPS3009F	NP	0	0	10,150	10,150	0.04
61.	Shrey Piyush Shah	LDJPS6832H	NP	0	0	10,150	10,150	0.04
62.	Shreepriya Chaudhary	ARJPC9303N	NP	0	0	10,150	10,150	0.04
63.	Aarnav Chaudhary	ARJPC9302P	NP	0	0	10,150	10,150	0.04
64.	Varun Rajeev Jain	AXFPJ4762Q	NP	0	0	10,150	10,150	0.04
65.	Anita Rajeev Jain	AAMPG5283F	NP	0	0	10,150	10,150	0.04
66.	Nandini Arora	ESMPA3850G	NP	0	0	10,150	10,150	0.04

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67.	Chandan Rajkamal Gupta	AAFPG7030F	NP	0	0	10,150	10,150	0.04
68.	Chapre Maroti Gangaram	AJNPC7414L	NP	0	0	10,150	10,150	0.04
69.	Mangalsudha Dealers Private Limited	AAHCM8127G	NP	0	0	10,150	10,150	0.04
70.	Vineet Gupta	AEDPG0783P	NP	0	0	10,150	10,150	0.04
71.	Jasmeet Singh Budhiraja	AESPB5847A	NP	0	0	10,150	10,150	0.04
72.	Gargee Tamal Sen	CJTPS0835B	NP	0	0	10,150	10,150	0.04
73.	Jyoti Jain	AHAPJ9474G	NP	0	0	10,150	10,150	0.04
74.	Harrmit Dillon	AGFPD5785Q	NP	0	0	10,150	10,150	0.04
75.	Pooja Dayaldas Khemani	BPJPK0024F	NP	280	0.001	10,150	10,430	0.05
76.	Mayank Singh	BRDPS8757F	NP	0	0	10,150	10,150	0.04
77.	Shalin Trivedi	AEEPT9333f	NP	0	0	10,150	10,150	0.04
78.	Ankur Gupta	AHHPG4785C	NP	401	0.002	10,150	10,551	0.05
79.	Ashish Gupta	AIQPA9901L	NP	0	0	10,150	10,150	0.04
80.	Sachin Balkrishna Ramdasi	AEUPR1059Q	NP	1000	0.006	10,150	11,150	0.05
81.	Amit Rajvanshi	AEIPR3760A	NP	0	0	10,150	10,150	0.04
82.	Rahul Sehgal	BAUPS6962C	NP	0	0	10,150	10,150	0.04
83.	Saket Khare	APUPK6661E	NP	0	0	10,150	10,150	0.04
84.	Sushant Sachdeva	BBPPS2123H	NP	0	0	10,150	10,150	0.04
85.	Purva Gupta	AEUPG2330M	NP	0	0	10,150	10,150	0.04
86.	Kopal Chourey	AIDPC1589K	NP	0	0	10,150	10,150	0.04
87.	Sumit Rajvanshi	AFBPR9245J	NP	0	0	10,150	10,150	0.04
88.	Deepak Raichand Karani	AFVPK3530P	NP	0	0	10,000	10,000	0.04

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**TEMBO**  
Powering Ahead

89.	Arham Empower Equity	AARAA8320R	NP	0	0	10,000	10,000	0.04
90.	Infinity Capital Services	AAKFI9945C	NP	0	0	10,000	10,000	0.04
91.	Tasneem Shabbir Mahimwalla	AAIPM2356B	NP	0	0	10,000	10,000	0.04
92.	Adeshh Radhakishan Mantri	ABPPM8450Q	NP	0	0	10,000	10,000	0.04
93.	Sarla Devi Dogra	AWBPB2559C	NP	0	0	6,050	6,050	0.03
94.	Ruchas Ventures	ABJFR6752J	NP	0	0	5,475	5,475	0.02
95.	Sagar Doshi	AGHPD5331L	NP	0	0	5,075	5,075	0.02
96.	Saba Arif Memon		NP	0	0	5,000	5,000	0.02
97.	Huzaifa Zainuddin Mandsaurwala	BYDPM6261K	NP	0	0	5,000	5,000	0.02
98.	Vijayabala Anand	AGIPA4359G	NP	0	0	5,000	5,000	0.02
99.	Nemchand Laxmichand Dedhia	AHJPD7153R	NP	0	0	5,000	5,000	0.02
100.	Deep Haria	AGQPH2112L	NP	0	0	5,000	5,000	0.02

**#calculated on basis of the actual current shareholding**

*\*The post shareholding pattern figures are derived under the assumption that*

- (1) all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 2*
- (2) all proposed share warrants in accordance with Resolution No. 3 shall be subscribed, and warrants will subsequently be exercised or converted into equity shares.*
- (3) the 810,000 Share warrants approved by members on October 1, 2024 shall be exercised or converted into equity shares.*

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**TEMBO**  
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**Annexure C**

**(P: Promoter and NP: Non-Promoter)**

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1.	Minerva Ventures Fund	Non- Promoter	Non-Promoter
2.	Venus Investments VCC - Venus Stellar Fund	Non- Promoter	Non-Promoter
3.	Altius Finserv Private Limited	Non- Promoter	Non-Promoter
4.	Nova Global Opportunities Fund PCC - Touchstone	Non- Promoter	Non-Promoter
5.	Cullinan Oppts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund I	Non- Promoter	Non-Promoter
6.	Veloce Innovations LLP	Non- Promoter	Non-Promoter
7.	Veloce Opportunities Fund	Non- Promoter	Non-Promoter
8.	Sameer Madhukar Chandurkar	Non- Promoter	Non-Promoter
9.	Quantum Investments	Non- Promoter	Non-Promoter
10.	Siddharth Abhaikumar Nahar	Non- Promoter	Non-Promoter
11.	Sandeep Singh	Non- Promoter	Non-Promoter
12.	Astorne Capital VCC Arven	Non- Promoter	Non-Promoter
13.	Nawaz Singhania	Non- Promoter	Non-Promoter
14.	Shah Dhiren Mahendrakumar	Non- Promoter	Non-Promoter
15.	Nautilus Private Capital LTD	Non- Promoter	Non-Promoter
16.	Smart Horizon Opportunity Fund	Non- Promoter	Non-Promoter
17.	Grobiz SME Opportunity Fund	Non- Promoter	Non-Promoter
18.	Shwetal Prateek Kothari	Non- Promoter	Non-Promoter
19.	Neeta Navin Nagda	Non- Promoter	Non-Promoter

**Tembo Global Industries Ltd.**

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**TEMBO**  
Powering Ahead

20.	Haria Enterprise	Non- Promoter	Non-Promoter
21.	SVK Realty & Investment	Non- Promoter	Non-Promoter
22.	Suruchi Singhania	Non- Promoter	Non-Promoter
23.	Darshan Kirtikumar Shah	Non- Promoter	Non-Promoter
24.	Gopal Sharma	Non- Promoter	Non-Promoter
25.	Rekha Hura	Non- Promoter	Non-Promoter
26.	Hari Thayrajan	Non- Promoter	Non-Promoter
27.	Anahaita Shah	Non- Promoter	Non-Promoter
28.	Syed Akbar Ul Haque	Non- Promoter	Non-Promoter
29.	Sanjay Arvind Mehta	Non- Promoter	Non-Promoter
30.	Sunayna Salthanat Saleheen	Non- Promoter	Non-Promoter
31.	Zeenat Faizan Memon	Non- Promoter	Non-Promoter
32.	Hussain Mustafa Furniturewala	Non- Promoter	Non-Promoter
33.	Kirti Deep	Non- Promoter	Non-Promoter
34.	Ashokkumar Vasantlal Shah	Non- Promoter	Non-Promoter
35.	Hemant Hansraj Maru	Non- Promoter	Non-Promoter
36.	Piyush Jadavji Vora	Non- Promoter	Non-Promoter
37.	Bhairav M Vyas	Non- Promoter	Non-Promoter
38.	Infinite Five Ventures	Non- Promoter	Non-Promoter
39.	Sukumar Ramachandran Nair	Non- Promoter	Non-Promoter
40.	Vaishali Parin Shah	Non- Promoter	Non-Promoter
41.	Alpa Sunil Chheda	Non- Promoter	Non-Promoter
42.	Rahul Talakshi Nagda	Non- Promoter	Non-Promoter
43.	Nehal Rahul Nagda	Non- Promoter	Non-Promoter
44.	Sheetal Enterprises	Non- Promoter	Non-Promoter
45.	Nayana Prasad Vaidya	Non- Promoter	Non-Promoter

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**TEMBO**  
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46.	Ajay Suresh Sawhney	Non- Promoter	Non-Promoter
47.	Niranjan Ratanshi Sachade	Non- Promoter	Non-Promoter
48.	Jayshree Rajesh Vora	Non- Promoter	Non-Promoter
49.	Kavita Samir Chheda	Non- Promoter	Non-Promoter
50.	Sunil Veljibhai Saiya	Non- Promoter	Non-Promoter
51.	Hansa Deepak Chheda	Non- Promoter	Non-Promoter
52.	Mahesh Raichand Shah	Non- Promoter	Non-Promoter
53.	Brillano Ceramico Private Limited	Non- Promoter	Non-Promoter
54.	Ketan K Shah	Non- Promoter	Non-Promoter
55.	ESPI Industries & Chemicals Private Limited	Non- Promoter	Non-Promoter
56.	Dr Mehernosh Rustom Sidhwa	Non- Promoter	Non-Promoter
57.	Jay Patel	Non- Promoter	Non-Promoter
58.	Shantanu Agarwal	Non- Promoter	Non-Promoter
59.	Prabodh Agarwal	Non- Promoter	Non-Promoter
60.	Piyush Mahasukhlal Shah	Non- Promoter	Non-Promoter
61.	Shrey Piyush Shah	Non- Promoter	Non-Promoter
62.	Shreepriya Chaudhary	Non- Promoter	Non-Promoter
63.	Aarnav Chaudhary	Non- Promoter	Non-Promoter
64.	Varun Rajeev Jain	Non- Promoter	Non-Promoter
65.	Anita Rajeev Jain	Non- Promoter	Non-Promoter
66.	Nandini Arora	Non- Promoter	Non-Promoter
67.	Chandan Rajkamal Gupta	Non- Promoter	Non-Promoter
68.	Chapre Maroti Gangaram	Non- Promoter	Non-Promoter
69.	Mangalsudha Dealers Private Limited	Non- Promoter	Non-Promoter
70.	Vineet Gupta	Non- Promoter	Non-Promoter
71.	Jasmeet Singh Budhiraja	Non- Promoter	Non-Promoter

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**TEMBO**  
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72.	Gargee Tamal Sen	Non- Promoter	Non-Promoter
73.	Jyoti Jain	Non- Promoter	Non-Promoter
74.	Harrmit Dillon	Non- Promoter	Non-Promoter
75.	Pooja Dayaldas Khemani	Non- Promoter	Non-Promoter
76.	Mayank Singh	Non- Promoter	Non-Promoter
77.	Shalin Trivedi	Non- Promoter	Non-Promoter
78.	Ankur Gupta	Non- Promoter	Non-Promoter
79.	Ashish Gupta	Non- Promoter	Non-Promoter
80.	Sachin Balkrishna Ramdasi	Non- Promoter	Non-Promoter
81.	Amit Rajvanshi	Non- Promoter	Non-Promoter
82.	Rahul Sehgal	Non- Promoter	Non-Promoter
83.	Saket Khare	Non- Promoter	Non-Promoter
84.	Sushant Sachdeva	Non- Promoter	Non-Promoter
85.	Purva Gupta	Non- Promoter	Non-Promoter
86.	Kopal Chourey	Non- Promoter	Non-Promoter
87.	Sumit Rajvanshi	Non- Promoter	Non-Promoter
88.	Deepak Raichand Karani	Non- Promoter	Non-Promoter
89.	Arham Empower Equity	Non- Promoter	Non-Promoter
90.	Infinity Capital Services	Non- Promoter	Non-Promoter
91.	Tasneem Shabbir Mahimwalla	Non- Promoter	Non-Promoter
92.	Adeshh Radhakishan Mantri	Non- Promoter	Non-Promoter
93.	Sarla Devi Dogra	Non- Promoter	Non-Promoter
94.	Ruchas Ventures	Non- Promoter	Non-Promoter
95.	Sagar Doshi	Non- Promoter	Non-Promoter
96.	Saba Arif Memon	Non- Promoter	Non-Promoter
97.	Huzaifa Zainuddin Mandsaurwala	Non- Promoter	Non-Promoter
98.	Vijayabala Anand	Non- Promoter	Non-Promoter

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99.	Nemchand Laxmichand Dedhia	Non- Promoter	Non-Promoter
100.	Deep Haria	Non- Promoter	Non-Promoter

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**ANNEXURE D**

**(Shareholding pattern of the Company before and after the Preferential Issue)**

Sr No	Category	Pre-Issue Shareholding (as on June 30, 2025) (on actual basis)		Shareholding Post Preferential Issue (Conversion of warrants and preferential issue of equity shares)	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	<b>Promoter Group</b>				
	<b>Promoter and Promoter Group Holding</b>				
1	Indian				
	Individual	6746650	43.62	8656650	38.11
	Body Corporate	0	0.00	100000	0.44
	<b>Sub-Total</b>	<b>6746650</b>	<b>43.62</b>	<b>8756650</b>	<b>38.55</b>
2	Foreign Promoters	0	0.00	0	0.00
	NRI	0	0.00	0	0.00
	<b>Sub-Total - A (A1+A2)</b>	<b>6746650</b>	<b>43.62</b>	<b>8756650</b>	<b>38.55</b>
B.	<b>NON-PROMOTER HOLDING</b>				
1	<b>Institutional Investors</b>				
	Mutual Funds/ FPI/ AIF	0	0	0	0
	Alternative Investment Fund	32500	0.21	215425	0.95
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
	<b>Sub-Total</b>	<b>32500</b>	<b>0.21</b>	<b>215425</b>	<b>0.95</b>
	<b>Foreign Portfolio Investors Category I</b>	<b>8086</b>	<b>0.05</b>	<b>1768886</b>	<b>7.79</b>
	<b>Sub-Total - B1</b>	<b>40586</b>	<b>0.26</b>	<b>1984311</b>	<b>8.74</b>
2	<b>Non-Institutional Investors</b>				
	Individuals	7084511	45.80	9471461	41.70
	Body Corporate	806197	5.21	1527697	6.73
	Others	789202	5.10	975627	4.29
	<b>Sub-Total - B2</b>	<b>8679910</b>	<b>56.12</b>	<b>11974785</b>	<b>52.72</b>
	<b>Total (B=B1+B2)</b>	<b>8720496</b>	<b>56.38</b>	<b>13959096</b>	<b>61.45</b>
	<b>GRAND TOTAL (A+B)</b>	<b>15467146</b>	<b>100.00</b>	<b>22715746</b>	<b>100.00</b>

*\*The shareholding pattern figures are derived under the assumption that*

**Tembo Global Industries Ltd.**





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*(1) all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 2*

*(2) all proposed share warrants shall be subscribed, and warrants will subsequently be exercised or converted into equity shares in accordance with Resolution No. 3.*

*(3) the 810,000 shares warrants were approved by members on October 1, 2024 shall be exercised or converted into equity shares.*

*However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

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

**Sd/-**

**Sanjay Jashbhai Patel  
Managing Director  
DIN- 01958033**

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

**Place: Navi Mumbai  
Date: August 19, 2025**

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