



KARTA AND COMPANY

CHARTERED ACCOUNTANTS

B-406, Shubham Centre No.2, Chakala, Andheri (East) Mumbai 400 002

Phone: +91 022 49719445 E-mail: info@kartaco.in.

To,
The Board of Directors,
Tembo Global Industries Limited
Plot No - Pap D- 146 / 147,
TTC MIDC, Turbhe, Navi Mumbai,
Maharashtra, India, 400705

We, the statutory auditors of Tembo Global Industries Limited (CIN: L24100MH2010PLC204331), (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of the Draft Scheme of Amalgamation between Tembo Global Infra Limited ('the Transferor Company') and Tembo Global Industries Limited ('the Transferee Company') and their respective shareholders in terms of the provisions of section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 and other Generally Accepted Accounting Principles in India.

This Certificate is issued at the request of Tembo Global Industries Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited and further submission with the Securities and Exchange Board of India, the National Company Law Tribunal, Mumbai Bench and/or any other regulatory authorities in connection with the Draft Scheme. This Certificate should not be used for any other purpose without our prior written consent.

For KARTA AND COMPANY

Chartered Accountants

FRN: 160122W

Ajay Dhoot

Partner

M.No: 178465

UDIN: 25178465JMOXEC8584

Date: 26-12-2025

Place: Mumbai





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Relevant Extract of Clause 13 of the Draft Scheme of Amalgamation between Tembo Global Infra Limited ('Transferor Company') and Tembo Global Industries Limited ('Transferee Company') and their respective shareholders in terms of the provisions of section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under Companies Act, 2013 and other Generally Accepted Accounting Principles.

13. ACCOUNTING TREATMENT

13.1. On the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of account in accordance with of accounting as provided for business combinations under IND AS 103 notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.

