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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (“the EGM / the Meeting”) of the Members of Tembo Global Industries Limited (“the Company”) will be held on Tuesday, March 24, 2026 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:

SPECIAL BUSINESS

1. To increase the limit of investments, loans, guarantees or securities under Section 186 up to Rs. 3000 Crore.

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

“**RESOLVED THAT** pursuant to the provisions Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.3500 crores (Rupees Three Thousand Five Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the loans, guarantees or securities, if any, to be provided to subsidiary companies, including wholly owned subsidiaries, shall be utilised by such subsidiaries for their principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any

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other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board prior to the passing of this resolution, in connection with loans given, guarantees or securities provided or investments made within the aforesaid limits, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

2. To approve for advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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3. To consider and approve issue of Non-convertible Debenture not less than 50 crores.

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

“RESOLVED THAT pursuant to Section 42, 71, 179 and other applicable provisions of the Companies Act, 2013, (“The Act”), read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and all other provisions of applicable law, if any, and in accordance with the memorandum and articles of association of the Company, and subject to the consent of all concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary, the consent of the Members is accorded to Company to raise funds aggregating to Rs. 50 Crores (Rupees Fifty Crores only) by issue of secured/ unsecured/ rated/ unrated/ listed/ unlisted/ redeemable/ irredeemable non-convertible debentures(NCDs) (the “Debenture Issue”) on a private placement basis to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors including international lenders permitted to invest in such Debentures under applicable laws (collectively termed as “Investors”) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors in one or more offering(s)/ tranche(s), on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT the NCDs may be issued at par or at a premium, carrying such rate of interest, tenure, redemption terms, security, charge on assets, covenants and other conditions, as may be finalised by the Board in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or any Committee thereof be and are hereby authorised to: (a) finalise the list of proposed allottees; (b) appoint and execute agreements with Debenture Trustee(s), Credit Rating Agency(ies), Registrar, Depository(ies) and other intermediaries; (c) create charge / security, if any, and file necessary forms including CHG-9 / CHG-1; (d) file requisite returns and forms including MGT-14 with the Registrar of Companies; (e) make necessary intimations to the Stock Exchanges under applicable SEBI Regulations; and (f) do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution.”

4. To approve Material Related Party Transaction(S) between the Company and its subsidiaries, associates and group Companies.

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

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“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) read with Section 188 of the Companies Act, 2013 (“the Act”), as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) as per the details provided in the table below and annexure (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with its subsidiaries companies, associate companies and group companies, as mentioned below, and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, , subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm’s length and in the ordinary course of business;

1. Tembo Classic Engineering Private Limited
(Formally known as Tembo Defence Products Private Limited)
2. Tembo Global Solar Power Private Limited
3. Tembo Dynamic Solutions Private Limited
4. Tembo Renewal Energy Private Limited
5. Saketh Sevvanstar Industries Limited
6. Tembo Global Infra Limited
7. Tembo-Pes JV Private Limited
8. Tembo Global Solar Power Mumbai Pvt Ltd

Name of the Related Party	Tembo Classic Engineering Private Limited	Tembo Global Solar Power Private Limited and Tembo Global Solar Power Mumbai Pvt Ltd	Tembo Dynamic Solutions Private Limited	Tembo Renewal Energy Private Limited	Saketh Sevvanstar Industries Limited	Tembo Global Infra Limited	Tembo-PES JV Private Limited

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Nature of Relationship	Direct Subsidiary of the Company & promoter are same, hence a Related Party	Direct Subsidiary of the Company & hence a Related Party	Direct Subsidiary of the Company & hence a Related Party	Direct Subsidiary of the Company & hence a Related Party	Related Party by virtue of being a part of Promoter Group of the Company	Direct Associate Company of the Company & part of promoter group	Direct Subsidiary of the Company & hence a Related Party
Type, material terms and particulars of transaction	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for furtherance of business 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for furtherance of business 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for furtherance of business 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Sale, Purchase, Supply of goods /materials ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Sale, Purchase, Supply of goods /materials. ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances. ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for furtherance of business 	<p>The transactions involves:</p> <ul style="list-style-type: none"> ➤ Sale, Purchase, Supply of goods /materials ➤ Availing/rendering of services. ➤ Receipt & Payment of Interest on Loans & Advances ➤ Investments, borrowings, lending ➤ Corporate guarantee ➤ Other recurring transactions for

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		transacti ons for furtera nce of business	furtheranc e of business	furtheranc e of business
Tenure	12 months or such other mutually agreed period			
Value of the transaction (Rs.)	Not exceeding Rs. 1500 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)	Not exceeding Rs. 2500 crores for 4 companies (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)	Not exceeding Rs. 1500 crores per company (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)	

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

5. Increase in borrowing limits.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-

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enactment thereof, if any, for the time being in force) ('Act') and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, inter corporate deposits, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 2500 crores (Rupees Two Thousand and Five Hundred Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

6. Power to create charge on the assets of the company to secure borrowings pursuant to Section 180 (1) (a) of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) ('Act'), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 2500

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crores (Rupees Two Thousand and Five Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company being the amounts consented by the Company, by the Resolution passed pursuant to Section 180 (1)(c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders / trustees and all other monies payable by the Company and that the mortgages / charges created by the Company so far be and they are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

7. To approve the amendment in the Object Clause Part B. Matters which are necessary for furtherance of the objects specified in Clause III (AA) and (AB) of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the object Clause Part B. Matters which are necessary for furtherance of the objects specified in Clause III (AA) and (AB) of the Memorandum of Association (“MOA”) of the Company by adding the following Clause after Clause 10 in the following manner:

“10A. To give guarantees, provide surety, indemnity, security or counter-guarantee of every description, whether personal or corporate, and whether secured or unsecured, to or for the benefit of any bank, financial institution, non-banking financial company, body corporate, government authority or any other person, in connection with loans, credit facilities, debentures, bonds, letters of credit, bank guarantees, performance guarantees, bid bonds or other financial or contractual obligations, whether of the Company or of its subsidiary, associate, joint venture, group company or special purpose vehicle, and to secure the same by mortgage, charge, hypothecation, pledge or otherwise of all or any part of the Company’s

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movable or immovable properties, present and future, as may be considered necessary or expedient for the business of the Company.”

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Appointment of Mr. Piyush Jashbhai Patel (DIN: 01958072), as Non-Executive Director.

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

“RESOLVED THAT in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Sections 152, 160, 161 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Piyush Jashbhai Patel (DIN: 01958072), who was appointed as an Additional Non-Executive Director with effect from December 26, 2025 for a period of 5 years up to December 25, 2030, in accordance with the provisions of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

9. Appointment of Mr. Ankit Bhaskar (DIN: 10802820) as an Independent Director.

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

“RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing

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Regulations”) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Ankit Bhaskar (DIN: 10802820), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from January 12, 2026 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of one year with effect from January 12, 2026 to January 11, 2027.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

**By order of the Board of Directors
For TEMBO GLOBAL INDUSTRIES LIMITED**

**SD/-
Sanjay Jashbhai Patel
DIN: 01958033
Managing Director**

Place: Navi Mumbai
Date: January 12, 2026

Registered office:

Plot No- Pap D- 146/ 147, TTC MIDC, Turbhe,
Navi Mumbai, Maharashtra, India, 400705
Tel: +91-022-27620641 Email Id: cs@tembo.in
Website: www.tembo.in
CIN: L24100MH2010PLC204331

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NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting (“**the EGM**”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (“**SEBI Circular**”) prescribing the procedures and manner of conducting the EGM through VC/OAVM. In terms of the said circulars, the EGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue of the EGM shall be the Registered Office of the Company. The procedure for joining the EGM through VC / OAVM is mentioned in this Notice.
2. The relevant Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (‘Act’) and Rule 22 of the Rules setting out the material facts, as amended from time to time, in respect of the Special Business specified above is annexed hereto.
3. 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 the EGM is being held in accordance with the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available.
4. As this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Hence, the Attendance Slip and Route Map for the venue of the Meeting are not annexed to this Notice.
5. Members attending the EGM through VC / OAVM shall be reckoned for quorum as per Section 103 of the Act.
6. All Members, including Institutional Investors, are encouraged to attend and vote at the EGM. An Institutional / Corporate Member (i.e., other than individuals / HUF, NRI, etc.) is required to send a scanned document (PDF/JPG Format) of the certified true copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com with a copy marked to cs@tembo.in or uploaded by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
7. In line with MCA Circulars and SEBI circulars, the notice calling the EGM is being sent through the electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The cut-off date for receiving the notice through e-mail is on **Friday, February 27,**

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- 2026.** A Members may note that the Notice will also be available on the website of the Company at www.tembo.in. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com.
8. As per the Circulars mentioned above, the Members may also note that the Company would not be sending the EGM notice by post to the members whose e-mail address is not registered with the Company or depository participants/depository.
 9. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited for assistance in this regard.
 10. Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Bigshare Services Private Limited who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
 11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
 12. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Friday, February 27, 2026. ("cut-off date"), may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company ("RTA"), Bigshare Services Private Limited at bss.compliance@bigshareonline.com.

DOCUMENTS RELATING TO NOTICE AND EGM:

13. Brief profile of the Directors seeking appointment as per Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and duly notified by the Central Government is annexed to the Notice.
14. Members seeking to inspect all documents referred to in the Notice and Explanatory Statement can send an email to cs@tembo.in.
15. All the investor related communication and grievances may be addressed to the Registrar and Transfer Agent of the Company at their following address:

Big Share Services Private Limited

CIN: U99999MH1994PTC076534

Address: Bharat Tin Works Bldg Opp Vasant Oasis,
Makwana Road Marol Andheri East, Mumbai - 400059

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E-mail: bss.compliance@bigshareonline.com

Website: www.bigshareonline.com

SEBI Registration No: INR000001385

Contact Person: Shweta Salunke

Telephone: 022-62638200

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOW:

16. Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, e-voting facility is being provided to the Members for all business to be transacted at the EGM.
17. Members shall have the option to vote electronically (“e-voting”) either before the EGM (“remote e-voting”) or during the EGM. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the EGM is being provided by the Company through Bigshare Services Private Limited (Bigshare). Necessary arrangements have been made by the Company with Bigshare to facilitate remote e-voting and e-voting during the EGM.
18. The Members can join the EGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the EGM and while the EGM is in progress, by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, 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 EGM without restriction on account of first come first serve basis. Institutional Investors who are Members of the Company, are encouraged to attend the EGM and vote.
19. The voting rights of the Members shall be in proportion to their share in paid-up equity share capital as on the Cut-Off Date. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. The Company has appointed Mr. Dharmesh Zaveri, of M/s D. M. Zaveri & Co, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in a fair and transparent manner for the businesses to be transacted at the EGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Friday, **March 20, 2026 (09:00 AM)** and ends on Monday, **March 23, 2026 (05:00 PM)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, March**

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17, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.
- 1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information

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	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>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 name BIGSHARE and you will be redirected</p>

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	<p>to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

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- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

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- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

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Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under :-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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- 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.
- 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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.
- 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

DECLARATION OF RESULTS

21. The scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman, after the completion of scrutiny of e-voting (votes cast through remote e-voting and votes cast during the EGM), not later than 48 hours from the conclusion of the EGM. The result

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declared along with the scrutinizer's report will be placed on the website of the Company: www.tembo.in and on the website of Bigshare at www.bigshareonline.com. The result will simultaneously be communicated to the Stock Exchange.

By order of the Board of Directors
For **TEMBO GLOBAL INDUSTRIES LIMITED**

SD/-
Sanjay Jashbhai Patel
DIN: 01958033
Managing Director

Place: Navi Mumbai
Date: January 12, 2026

Registered office:

Plot No- Pap D- 146/ 147, TTC MIDC, Turbhe,
Navi Mumbai, Maharashtra, India, 400705
Tel: +91-022-27620641 Email Id: cs@tembo.in
Website: www.tembo.in
CIN: L24100MH2010PLC204331

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 3500 Crores (Three Thousand Five Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

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The Board of Directors therefore recommends the resolution as set out in item no. 1 of the notice for approval of members of the Company by way of Special Resolution.

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

Item no. 2

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the item no. 2 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors therefore recommends the resolution as set out in item no. 2 of the notice for approval of members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any

Item no. 3

Pursuant to Section 42, 71, 179 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the issuance of Non-Convertible Debentures requires a prior approval of the shareholders by way of special resolution, once in a year for all the offers or invitations to be made for such NCDs during the year. In view of growing business activities and consequently the increasing funds requirement for the business, your Board of Directors in their Meeting held on December 26, 2025 approved to raise the funds aggregating to Rs. 50 crores (Rupees Fifty Crores only) by issue of secured/ unsecured/ rated/ unrated/ listed/ unlisted/

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redeemable/ irredeemable non-convertible debentures (NCDs) (the “Debt Issue”) on a private placement basis to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors including international lenders permitted to invest in such Debentures under applicable laws (collectively termed as “Investors”) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors in one or more offering(s)/ tranche(s).

Accordingly, your Company is required to obtain approval by passing Special Resolution in General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 3 of the notice for approval by the members.

Item no.4

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and Section 188 of the Companies Act, 2013 (“the Act”) read with the applicable Rules framed thereunder, approval of the Members is required for material related party transactions.

The Company, in the ordinary course of its business, proposes to enter into and/or continue various related party transactions with its subsidiaries, associate companies and group companies. In terms of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions require approval of the Members by way of a resolution, notwithstanding that such transactions are in the ordinary course of business and at arm’s length basis.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed related party transactions, subject to the approval of the Members.

The details of the proposed related party transactions, as required under Section 102 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, are provided in table in the resolution.

The proposed transactions are necessary for the Company’s operational efficiency, business expansion, project execution, treasury management and financial support to subsidiaries and associates. All transactions shall be carried out in the ordinary course of business and on an arm’s length basis.

As per Regulation 23 of the SEBI Listing Regulations, related parties shall abstain from voting on the resolution, whether the entity is a related party to the particular transaction or not.

Except as stated in the annexure A below, none of the Directors, Key Managerial Personnel or their relatives, other than those mentioned herein, are concerned or interested, financially or otherwise, in the resolution.

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The Board of Directors therefore recommends the resolution as set out in item no. 4 of the notice for approval of members of the Company by way of an Ordinary Resolution.

The relevant information pertaining to transactions as required pursuant to the Master Circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, as amended, issued by the Securities and Exchange Board of India (“SEBI”) read with the Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions dated June 26, 2025 (“RPT Industry Standards”) and pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as set forth below:

Annexure A

Part A1 to A5 Minimum information of the proposed RPT, applicable to all RPTs.

Minimum information to the Audit Committee for approval of Related Party Transactions

S. No.	Particulars of the information	Information provided by the management
A(1)	Basic details of the related party	
1	Name of the related party	1. Tembo Classic Engineering Private Limited (Formally known as Tembo Defence Products Private Limited) 2. Tembo Global Solar Power Private Limited 3. Tembo Dynamic Solutions Private Limited 4. Tembo Renewal Energy Private Limited 5. Saketh Sevvanstar Industries Limited 6. Tembo Global Infra Limited 7. Tembo-Pes JV Private Limited 8. Tembo Global Solar Power Mumbai Pvt Ltd
2	Country of incorporation of the related party	India
3	Nature of business of the related party	1. Tembo Classic Engineering Private Limited - Engaged in the manufacturing, fabrication, repair, import, export, and dealing of armaments, weapons, ammunition, and related defence equipment 2. Tembo Global Solar Power Private Limited- 3. Tembo Dynamic Solutions Private Limited - 4. Tembo Renewal Energy Private Limited- 5. Tembo Global Solar Power Mumbai Pvt Ltd- Generating, accumulating, distributing and supplying Solar Energy 6. Saketh Sevvanstar Industries Limited - Engaged in manufacturing, trading, importing, exporting, and contracting of engineering products, machinery,

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		<p>textiles, and infrastructure projects across civil, mechanical, and electrical sectors.</p> <p>Also involved in the design, development, fabrication, and supply of defence and aerospace systems, precision engineering products, and allied equipment.</p> <p>7. Tembo Global Infra Limited - Construction accessories manufacturing and EPC infrastructure projects.</p> <p>8. Tembo-Pes JV Private Limited- Construction, consultant, Civil Engineering, Builder and Land developers, civil contractor.</p>																		
A(2)	Relationship and ownership of the related party																			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:																			
	<ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	<table border="1"> <thead> <tr> <th>Name of Related Party</th> <th>% Shares held</th> </tr> </thead> <tbody> <tr> <td>Tembo Classic Engineering Private Limited</td> <td>52.70</td> </tr> <tr> <td>Tembo Global Solar Power Private Limited</td> <td>81.00</td> </tr> <tr> <td>Tembo Dynamic Solutions Private Limited</td> <td>79.46</td> </tr> <tr> <td>Tembo Renewal Energy Private Limited</td> <td>79.46</td> </tr> <tr> <td>Saketh Sevvanstar Industries Limited</td> <td>11.18</td> </tr> <tr> <td>Tembo Global Infra Limited</td> <td>0.00</td> </tr> <tr> <td>Tembo-Pes JV Private Limited</td> <td>54.95</td> </tr> <tr> <td>Tembo Global Solar Power Mumbai Pvt Ltd</td> <td>99.99</td> </tr> </tbody> </table>	Name of Related Party	% Shares held	Tembo Classic Engineering Private Limited	52.70	Tembo Global Solar Power Private Limited	81.00	Tembo Dynamic Solutions Private Limited	79.46	Tembo Renewal Energy Private Limited	79.46	Saketh Sevvanstar Industries Limited	11.18	Tembo Global Infra Limited	0.00	Tembo-Pes JV Private Limited	54.95	Tembo Global Solar Power Mumbai Pvt Ltd	99.99
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	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not Applicable																		

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	<ul style="list-style-type: none">Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable																		
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control While calculating indirect shareholding, shareholding held by relatives shall also be considered.																			
A(3)	Details of previous transactions with the related party																			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table border="1"><thead><tr><th>Name of Related Party</th><th>Amount of Transaction (Rs. In Lakhs)</th></tr></thead><tbody><tr><td>Tembo Classic Engineering Private Limited</td><td>360.10</td></tr><tr><td>Tembo Global Solar Power Private Limited</td><td>5610.11</td></tr><tr><td>Tembo Dynamic Solutions Private Limited</td><td>3557.89</td></tr><tr><td>Tembo Renewal Energy Private Limited</td><td>3300.12</td></tr><tr><td>Saketh Sevvanstar Industries Limited</td><td>240.51</td></tr><tr><td>Tembo Global Infra Limited</td><td>1791.44</td></tr><tr><td>Tembo-Pes JV Private Limited</td><td>1075.29</td></tr><tr><td>Tembo Global Solar Power Mumbai Pvt Ltd</td><td>1.00</td></tr></tbody></table>	Name of Related Party	Amount of Transaction (Rs. In Lakhs)	Tembo Classic Engineering Private Limited	360.10	Tembo Global Solar Power Private Limited	5610.11	Tembo Dynamic Solutions Private Limited	3557.89	Tembo Renewal Energy Private Limited	3300.12	Saketh Sevvanstar Industries Limited	240.51	Tembo Global Infra Limited	1791.44	Tembo-Pes JV Private Limited	1075.29	Tembo Global Solar Power Mumbai Pvt Ltd	1.00
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2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"><thead><tr><th>Name of Related Party</th><th>Amount of Transaction (Rs. In Lakhs)</th></tr></thead><tbody><tr><td>Tembo Classic Engineering Private Limited</td><td>2710.72</td></tr><tr><td>Tembo Global Solar Power Private Limited</td><td>1205.70</td></tr><tr><td>Tembo Dynamic Solutions Private Limited</td><td>2934.33</td></tr><tr><td>Tembo Renewal Energy Private Limited</td><td>2736.92</td></tr><tr><td>Saketh Sevvanstar Industries Limited</td><td>93.90</td></tr><tr><td>Tembo Global Infra Limited</td><td>192.74</td></tr><tr><td>Tembo-Pes JV Private Limited</td><td>1991.09</td></tr></tbody></table>	Name of Related Party	Amount of Transaction (Rs. In Lakhs)	Tembo Classic Engineering Private Limited	2710.72	Tembo Global Solar Power Private Limited	1205.70	Tembo Dynamic Solutions Private Limited	2934.33	Tembo Renewal Energy Private Limited	2736.92	Saketh Sevvanstar Industries Limited	93.90	Tembo Global Infra Limited	192.74	Tembo-Pes JV Private Limited	1991.09		
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		Tembo Global Solar Power Mumbai Pvt Ltd	1377.95														
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable															
A(4)	Amount of the proposed transaction(s)																
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	As mentioned in the resolution.															
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Not Applicable															
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	<table border="1"><thead><tr><th>Name of Related Party</th><th>Value of the proposed transactions</th></tr></thead><tbody><tr><td>Tembo Classic Engineering Private Limited</td><td>201.70%</td></tr><tr><td>Tembo Global Solar Power Private Limited</td><td rowspan="3">336.18%</td></tr><tr><td>Tembo Dynamic Solutions Private Limited</td></tr><tr><td>Tembo Renewal Energy Private Limited</td></tr><tr><td>Tembo Global Solar Power Mumbai Pvt Ltd</td><td rowspan="3">201.70%</td></tr><tr><td>Saketh Sevvanstar Industries Limited</td></tr><tr><td>Tembo Global Infra Limited</td></tr><tr><td>Tembo-Pes JV Private Limited</td><td>201.70%</td></tr></tbody></table>		Name of Related Party	Value of the proposed transactions	Tembo Classic Engineering Private Limited	201.70%	Tembo Global Solar Power Private Limited	336.18%	Tembo Dynamic Solutions Private Limited	Tembo Renewal Energy Private Limited	Tembo Global Solar Power Mumbai Pvt Ltd	201.70%	Saketh Sevvanstar Industries Limited	Tembo Global Infra Limited	Tembo-Pes JV Private Limited	201.70%
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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<table border="1"><thead><tr><th data-bbox="778 353 1185 461">Name of Related Party</th><th data-bbox="1185 353 1369 461">Value of the proposed transactions</th></tr></thead><tbody><tr><td data-bbox="778 461 1185 528">Saketh Sevvanstar Industries Limited</td><td data-bbox="1185 461 1369 528">816.38%</td></tr><tr><td data-bbox="778 528 1185 562">Tembo Global Infra Limited</td><td data-bbox="1185 528 1369 562">21239.24%</td></tr><tr><td data-bbox="778 562 1185 595">Tembo-Pes JV Private Limited</td><td data-bbox="1185 562 1369 595">1646.97%</td></tr></tbody></table>	Name of Related Party	Value of the proposed transactions	Saketh Sevvanstar Industries Limited	816.38%	Tembo Global Infra Limited	21239.24%	Tembo-Pes JV Private Limited	1646.97%
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5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<table border="1"><thead><tr><th data-bbox="778 689 1185 797">Name of Related Party</th><th data-bbox="1185 689 1369 797">Value of the proposed transactions</th></tr></thead><tbody><tr><td data-bbox="778 797 1185 864">Saketh Sevvanstar Industries Limited</td><td data-bbox="1185 797 1369 864">816.38%</td></tr><tr><td data-bbox="778 864 1185 898">Tembo Global Infra Limited</td><td data-bbox="1185 864 1369 898">21239.24%</td></tr><tr><td data-bbox="778 898 1185 931">Tembo-Pes JV Private Limited</td><td data-bbox="1185 898 1369 931">1646.97%</td></tr></tbody></table>	Name of Related Party	Value of the proposed transactions	Saketh Sevvanstar Industries Limited	816.38%	Tembo Global Infra Limited	21239.24%	Tembo-Pes JV Private Limited	1646.97%
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6	Financial performance of the related party for the immediately preceding financial year: 1. Turnover 2. Profit After Tax 3. Net worth Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	a. Tembo Classic Engineering Private Limited 1. Turnover- Rs. 0.00 Lakh 2. Profit After Tax- (Rs. 20.83 Lakh) 3. Net worth- Rs.200.17 Lakh b. Tembo Global Solar Power Private Limited 1. Turnover – Rs. 0.00 Lakh 2. Profit After Tax – Rs.(19.40) Lakh 3. Net worth- Rs.1985.54 Lakh c. Tembo Dynamic Solutions Private Limited 1. Turnover- Rs. 1.21Lakh 2. Profit After Tax – Rs. (17.84) Lakh 3. Net worth – Rs.1765.63 Lakh d. Tembo Renewal Energy Private Limited 1. Turnover- Rs. 0.00 Lakh 2. Profit After Tax- Rs. (18.68) Lakh 3. Net worth – 1371.37 Lakh e. Saketh Sevvanstar Industries Limited 1. Turnover – Rs.18373.88 Lakh 2. Profit After Tax – Rs.620.86 Lakh 3. Net worth- Rs.4464.12 Lakh f. Tembo Global Infra Limited 1. Turnover – Rs.706.24 Lakh 2. Profit After Tax- Rs. 7.43 Lakh								

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		<p>3. Net worth- Rs.24.35 Lakh</p> <p>g. Tembo-Pes JV Private Limited 1.Turnover – Rs.9107.64 Lakh 2.Profit After Tax – Rs.1415.47 Lakh 3. Net worth – Rs.1442.42 Lakh</p> <p>h. Tembo Global Solar Power Mumbai Pvt Ltd 1.Turnover – Rs.0.00 Lakh 2.Profit After Tax – Rs. (-0.30) Lakh 3. Net worth- Rs. (-0.30) Lakh</p>
A (5)	Basic details of the proposed transaction	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	As mentioned in the resolution.
2	Details of each type of the proposed transaction	As mentioned in the resolution.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As mentioned in the resolution.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are in the ordinary course of business and will be entered into on an arm's length basis, in compliance with applicable regulatory requirements. The transactions leverage operational synergies and the related parties' expertise, ensuring efficiency, cost optimization, and business continuity. The Board is of the view that these arrangements are in the best interest of the Company and its shareholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any	

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	person over which an individual has control.	
	a. Name of the director / KMP	Mr. Sanjay Patel, Managing Director Mr. Shabbir Merchant, Director Mrs. Fatema Kachwala, Whole-time Director Mrs. Smita Patel, Promoter Mr. Shalin Patel, Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Tembo Classic Engineering Private Limited Mr. Sanjay Patel- 3.19% Mr. Shabbir Merchant -3.19% Mrs. Fatema Kachwala - 9.52% Mrs. Smita Patel - 9.52% 2. Tembo Global Solar Power Private Limited Mr. Sanjay Patel- 0.01% 3. Tembo Dynamic Solutions Private Limited Mr. Sanjay Patel- 0.01% 4. Tembo Renewal Energy Private Limited Mr. Sanjay Patel- 0.01% 5. Saketh Sevvanstar Industries Limited Mr. Shabbir Merchant – 10.35% Mrs. Fatema Kachwala- 11.85% Mrs. Smita Patel- 2.36% Mr. Shalin Patel- 16.41% 6. Tembo Global Infra Limited Mr. Sanjay Patel- 16.00% Mr. Shabbir Merchant -19.00% Mrs. Fatema Kachwala -18.00% Mrs. Smita Patel – 16.00% Mr. Shalin Patel- 2.00% 7. Tembo-Pes JV Private Limited Mrs. Fatema Kachwala- 22.53% Mr. Shalin Patel- 22.53% 8. Tembo Global Solar Power Mumbai Pvt Ltd Mr. Sanjay Patel- 0.10%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable

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Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

S. No.	Particulars of the information	Information provided by the management
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	Arm's length Pricing methodology
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2)	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	No
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable

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	<p>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</p> <p>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</p>	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8.00% P.A.
5.	Maturity / due date	5 years
6.	Repayment schedule & terms	Bullet Repayment and interest quarterly payment
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by the investee companies for its business operations, including expansion of existing facilities, working capital requirements, strategic projects, and other corporate purposes as may be approved by its Board of Directors. The investment is intended to strengthen the financial position of the subsidiary and support its growth and operational objectives.
B (3)	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/NBFCs/ insurance companies / housing finance companies.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	No
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	The funds shall be utilized by the investee companies for its business operations, including

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		expansion of existing facilities, working capital requirements, strategic projects, and other corporate purposes as may be approved by its Board of Directors. The investment is intended to strengthen the financial position of the subsidiary and support its growth and operational objectives.										
4.	Material terms of the proposed transaction	Inter corporate Loan										
B(4)	Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.											
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Corporate guarantee against Debts										
	(b) Whether it will create a legally binding obligation on listed entity?	Yes										
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No Through residual interest in the assets of the related parties.										
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<table border="1"><thead><tr><th>Name of Related Party</th><th>Amount of Transaction</th></tr></thead><tbody><tr><td>Tembo Global Solar Power Private Limited</td><td>138.75 crore</td></tr><tr><td>Tembo Dynamic Solutions Private Limited</td><td>157.00 crore</td></tr><tr><td>Tembo Renewal Energy Private Limited</td><td>157.00 crore</td></tr><tr><td>Saketh Sevvanstar Industries Limited</td><td>17.37 crore</td></tr></tbody></table>	Name of Related Party	Amount of Transaction	Tembo Global Solar Power Private Limited	138.75 crore	Tembo Dynamic Solutions Private Limited	157.00 crore	Tembo Renewal Energy Private Limited	157.00 crore	Saketh Sevvanstar Industries Limited	17.37 crore
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Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

S. No.	Particulars of the information	Information provided by the management
C (1)	Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
1.	Latest credit rating of the related party	Not applicable

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	<p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p>	<p>Not applicable</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

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C(2)	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No
C(3)	Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2024-2025	The related parties are financially sound and follows going concern approach of accounting.

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	FY 2023-2024	The related parties are financially sound and follows going concern approach of accounting.										
	FY 2022-2023	The related parties are financially sound and follows going concern approach of accounting.										
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<table border="1"><thead><tr><th>Name of Related Party</th><th>Amount of Transaction</th></tr></thead><tbody><tr><td>Tembo Global Solar Power Private Limited</td><td>138.75 crore</td></tr><tr><td>Tembo Dynamic Solutions Private Limited</td><td>157.00 crore</td></tr><tr><td>Tembo Renewal Energy Private Limited</td><td>157.00 crore</td></tr><tr><td>Saketh Sevvanstar Industries Limited</td><td>17.37 crore</td></tr></tbody></table>	Name of Related Party	Amount of Transaction	Tembo Global Solar Power Private Limited	138.75 crore	Tembo Dynamic Solutions Private Limited	157.00 crore	Tembo Renewal Energy Private Limited	157.00 crore	Saketh Sevvanstar Industries Limited	17.37 crore
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	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not applicable										
	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under	No No No No										

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Section 29A of the Insolvency and Bankruptcy Code, 2016.	
Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
FY 2024-2025	
FY 2023-2024	
FY 2022-2023	

Item no. 5 & 6

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores) as stated in the resolutions.

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The Board of Directors therefore recommends the resolutions as set out in item nos. 5 & 6 of the notice for approval of members of the Company by way of Special Resolutions.

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

Item no.7

The Members are informed that pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the relevant Rules made thereunder, alteration of the Object Clause of the Memorandum of Association (“MOA”) of the Company requires approval of the Members by way of a Special Resolution.

The Company, in the course of its business operations and expansion plans, may be required to provide guarantees, surety, indemnity, security or counter-guarantees in connection with loans, credit facilities and other financial or contractual obligations, not only for itself but also for its subsidiaries, associates, joint ventures, group companies or special purpose vehicles. Although such activities are incidental and supportive to the Company’s business objectives, the Board of Directors considers it appropriate and prudent to expressly include enabling provisions in the Object Clause of the MOA to avoid any ambiguity and to facilitate smooth business operations.

Accordingly, it is proposed to amend Object Clause Part B. Matters which are necessary for furtherance of the objects specified in Clause III (AA) and (AB) of the Memorandum of Association of the Company by inserting a new Clause 10A after the existing Clause 10, as set out in the Resolution.

The proposed amendment will provide the Company with the necessary flexibility to support its business interests and those of its group entities by enabling it to provide guarantees, securities and related financial support, where required, in compliance with applicable laws. This amendment will not result in any change in the main objects of the Company but is intended to facilitate and further the existing business objectives.

The Board of Directors therefore recommends the resolutions as set out in item no. 7 of the notice for approval of members of the Company by way of Special Resolution.

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

Item no.8

The Board of Directors of the Company, at its meeting held on December 26, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Piyush Jashbhai Patel (DIN: 01958072) as an Additional Director (Non-Executive) of the Company with effect from December 26, 2025 for a period of 5 years up to December 25, 2030, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Mr. Patel shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has

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received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Patel for the office of Director of the Company.

Mr. Patel holding Bachelor degree in Science from Mumbai University. He is seasoned business leader with over 40 years of experience in marketing, trading, and project administration, renowned for entrepreneurial vision and strategic leadership in domestic and international trade. As Founder and Director of Tembo Exim Private Limited. He successfully scaled the export-oriented enterprise by defining its strategic direction, leading marketing and trading operations, overseeing project administration and execution, and building robust supplier, client, and partner networks for sustainable growth. His core expertise includes strategic leadership, business development, trade operations, and planning.

Pursuant to the provisions of Sections 152 and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought for the appointment of Mr. Patel as a Non-Executive Director of the Company, liable to retire by rotation.

In line with the Company's remuneration policy for Directors, Mr. Patel will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

The Board is of the opinion that Mr. Patel possesses appropriate skills, experience, and knowledge and that his association would be beneficial to the Company. The Board of Directors therefore recommends the resolutions as set out in item no. 8 of the notice for approval of members of the Company by way of an Ordinary Resolution.

Except Mr. Piyush Jashbhai Patel, being the appointee and Mr. Sanjay Patel, brother of Mr. Piyush Patel, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE A

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2.

Name of the Director	Mr. Piyush Jashbhai Patel
DIN	01958072
Age	68 Years
Qualification	Bachelor of Science
Experience (including expertise in specific functional area) / Brief Resume	Mr. Patel holding Bachelor degree in Science from Mumbai University. He is seasoned business leader with over 40 years of experience in marketing, trading, and project administration, renowned for entrepreneurial vision and strategic

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	leadership in domestic and international trade. As Founder and Director of Tembo Exim Pvt. Ltd. He successfully scaled the export-oriented enterprise by defining its strategic direction, leading marketing and trading operations, overseeing project administration and execution, and building robust supplier, client, and partner networks for sustainable growth. His core expertise includes strategic leadership, business development, trade operations, and planning.
Terms & Conditions of Appointment	As mentioned in the resolution set out at item no.8 of the notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Mr. Patel will be entitled to remuneration by way of sitting fees for attending Board and Committee Meetings, as approved by the Board from time to time.
Date of first appointment on the Board	December 26, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of EGM Notice	3.84%
Member/ Chairperson of Committees of the Company	None
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Sanjay Patel, Managing Director of the Company
Number of meetings of the Board attended during the financial year	2 (Two)
Directorships of other Boards as on date of EGM Notice	1. Tembo Exim Private Limited
Memberships / Chairmanships of committees of other Boards as on the date of EGM Notice	None
Listed entities from which the Director has resigned in the past three years	None

Item no.9

The Board of Directors of the Company, at its meeting held on January 12, 2026, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ankit Bhaskar (DIN: 10802820) as an Additional Director in the capacity of Independent Director of the Company with effect from January 12, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Ankit Bhaskar shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is

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earlier. The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Ankit Bhaskar for the office of Director.

Mr. Ankit Bhaskar has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is eligible for appointment as an Independent Director under the provisions of the Act, the rules made thereunder and the Listing Regulations. The Company has also received a declaration from Mr. Ankit that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ankit fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Ankit Bhaskar is a legal professional with a strong academic background in law, commerce, and corporate governance. He holds LL.B. degree from Jai Narain Vyas University, Jodhpur, and has also completed the CS Executive program from the Institute of Company Secretaries of India. His academic foundation is further supported by a Bachelor of Commerce (Economics Hons). Professionally, Mr. Bhaskar has diverse experience spanning academics, litigation, and advisory work. Since 2019, he has been practicing as an Advocate at the Rajasthan High Court, Jodhpur, handling civil and criminal litigation, along with project-based non-litigation and advisory services for private firms, institutions, and business enterprises.

Considering his qualifications, experience and expertise, the Board is satisfied that his association would be of immense benefit to the Company and it is desirable to appoint him as an Independent Director for a period of one year with effect from January 12, 2026 to January 11, 2027. In terms of Section 149 of the Act and Regulation 25 of the Listing Regulations, an Independent Director shall not be liable to retire by rotation.

In line with the Company’s remuneration policy for Independent Directors, Mr. Ankit will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

A brief profile of Mr. Ankit Bhaskar, nature of his expertise, disclosure of relationships between directors inter-se, and other details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India form part of the notice.

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Except Mr. Ankit Bhaskar, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out in the notice.

The Board of Directors therefore recommends the resolution as set out in item no. 9 of the notice for approval of members of the Company by way of a Special Resolution.

ANNEXURE A

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2.

Name of the Director	Mr. Ankit Bhaskar
DIN	10802820
Age	35 Years
Qualification	B.Com.(Economics Hons), LL B., CS-Executive
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Ankit Bhaskar is a legal professional with a strong academic background in law, commerce, and corporate governance. He holds LL.B. degree from Jai Narain Vyas University, Jodhpur, and has also completed the CS Executive program from the Institute of Company Secretaries of India. His academic foundation is further supported by a Bachelor of Commerce (Economics Hons).</p> <p>Professionally, Mr. Bhaskar has diverse experience spanning academics, litigation, and advisory work. Since 2019, he has been practicing as an Advocate at the Rajasthan High Court, Jodhpur, handling civil and criminal litigation, along with project-based non-litigation and advisory services for private firms, institutions, and business enterprises.</p>
Terms & Conditions of Appointment	As mentioned in the resolution set out at item no. 9 of the Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Mr. Ankit will be entitled to remuneration by way of sitting fees for attending Board and Committee Meetings, as approved by the Board from time to time.
Date of first appointment on the Board	January 12, 2026

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Shareholding in the Company including shareholding as a beneficial owner as on date of EGM Notice	Nil
Member/ Chairperson of Committees of the Company	None
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year	1 (One)
Directorships of other Boards as on date of EGM Notice	1) Saketh Sevvenstar Industries Limited 2) Norbexi Industries Limited
Memberships / Chairmanships of committees of other Boards as on the date of EGM Notice	None
Listed entities from which the Director has resigned in the past three years	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Ankit Bhaskar possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company.

By order of the Board of Directors
For **TEMBO GLOBAL INDUSTRIES LIMITED**

SD/-
Sanjay Jashbhai Patel
DIN: 01958033
Managing Director

Place: Navi Mumbai
Date: January 12, 2026

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