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Powering Ahead

NOTICE IS HEREBY GIVEN THAT THE 01/2026-27 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TEMBO GLOBAL INDUSTRIES LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, JULY 10, 2026, AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. APPROVAL FOR SUB-DIVISION (SPLIT) OF EQUITY SHARES OF THE COMPANY:

*To consider and, if thought fit, to pass the following resolution an **Ordinary resolution**:*

“RESOLVED THAT, pursuant to the provisions of Section 13, 61(1)(d) and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the ”Act”), including the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ”SEBI Listing Regulations”) as amended from time to time, to the extent applicable (including any statutory modification(s), notification(s), circulars issued thereunder or re-enactment(s) thereof), and in accordance with the provisions of Articles of Association of the Company, and subject to such permissions, consents and approvals as may be required from the concerned statutory and regulatory authorities and subject to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, and on the recommendation of the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof), consent of the Members of the Company, be and is hereby accorded for the sub-division/split of the existing equity share of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub-divided into 10 (Ten) equity shares having face value of Re. 1/- (Rupee One Only) each, fully paid-up, with effect from such date as may be fixed by the Board of Directors for this purpose (” Record Date”), and that each of the sub-divided equity shares shall rank pari-passu with each other in all respects.

“RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to alter the existing capital clause of the Memorandum of Association of the Company from:

“V. The Authorised Share Capital of the Company is INR 30,00,00,000/ (Indian Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crores) equity shares of face value of INR 10/- (Indian Rupees Ten only) each.”

to

“V. The Authorised Share Capital of the Company is INR 30,00,00,000/- (Indian Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crores) equity shares of face value of INR 1/- (Indian Rupee One only) each.”

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record date **for the equity shares held in dematerialised** form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/guidelines in this regard.

RESOLVED FURTHER THAT, in view of the sub-division of the equity shares of the Company, the Board of Directors be and is hereby authorised to make such adjustments as may be necessary in respect of the following outstanding securities as on the Record Date, so that the aggregate rights, benefits and monetary

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consideration of the respective holders remain substantially unchanged.

(a) in respect of the outstanding warrants pending conversion, to make appropriate adjustments to the number of equity shares issuable upon conversion and/or the conversion price thereof, in accordance with the terms and conditions governing the issue of such warrants and applicable laws; and

(b) in respect of the outstanding stock options granted under the 'Tembo Global Industries - Employee Stock Options Scheme 2025' (whether vested or unvested), to make fair and reasonable adjustments to the number of stock options and/or the exercise price thereof, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and the terms of the said Plan;

and that such adjustments, being arithmetical and consequential in nature and arising solely on account of the sub-division of equity shares, shall not require any further approval of the shareholders of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company, and/or Mr. Harshal Patil (ACS: A50419) Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters including but not limited to execution and filing of necessary forms, resolutions, declarations, applications, certificates and returns with the Registrar of Companies, SEBI, Stock Exchanges, NSDL/CDSL, or any other statutory authorities to represent the Company in all relevant matters in connection with the sub-division of equity shares and all acts incidental and ancillary thereto in due compliance of the applicable rules and regulations."

By order of Board of Directors
For Tembo Global Industries Limited

Date: 16.06.2026
Place: Navi Mumbai

Sd/-
Sanjay Jashbhai Patel
Managing Director
DIN: 01958033

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NOTES:

1. Pursuant to the Circulars issued by Ministry of Corporate Affairs (“MCA”) from time to time (the latest circular dated September 22, 2025) (“Circulars”), the EGM of the Company is being held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Members. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meetings (SS-2), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (Bigshare) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Shareholder using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by Bigshare Services Private Limited.
3. The Members should join the EGM in the VC/OAVM mode either 30 minutes before or after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Shareholders on first come first served 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 served basis.
4. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Since the EGM is being held through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the body corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and cast their votes.
6. Pursuant to Section 113 of the Act, Institutional/Corporate Members (i.e., a body corporate) are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorizing its representative to vote through remote e-voting/e-voting during the EGM and attend the EGM through VC/OAVM. The said certified true copy of the Board resolution should be sent to the Scrutinizer by email through its registered email address to amitagala123@gmail.com with a copy marked to cs@tembo.in.
7. Since the EGM will be held through VC/OAVM, the question of providing Route Map to the venue of the meeting does not arise.
8. In line with the MCA Circulars, the notice calling the EGM has been uploaded on the website of the Company at www.tembo.in. The notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.
9. The EGM notice is also disseminated on the website of Bigshare Services Private Limited at www.bigshareonline.com (agency for providing the Remote e-Voting facility and e-voting system during the EGM).

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10. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the notice of the EGM is being sent only in electronic mode to Shareholders whose e-mail address are registered with the Company or the Depository Participant(s), unless any Shareholder has requested for the physical copy of the same.
11. Shareholders desirous of receiving communication from the Company in electronic form, may register their email address with their respective Depository Participant. Further, shareholders are also requested to approach their Depository Participant to register their e-mail address in their demat account details as per the process defined by the respective Depository Participant. In case any Shareholder is desirous of obtaining hard copy of the Notice of the EGM of the Company, the Shareholder may send a request to the Company's e-mail address at cs@tembo.in mentioning Folio No./ DP ID and Client ID.
12. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Shareholders holding shares in physical form can submit their PAN details to the Company or to the RTA (Bigshare Services Private Limited).
13. The draft copy of the altered Memorandum of Association of the Company and other documents will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the closure of remote e-Voting period.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or arrangements on which the Directors are interested under Section 189 of the Act will be available electronically for inspection during the EGM. For inspection, the Shareholders may contact the Company Secretary at cs@tembo.in at least 5 days before the date of the EGM.

14. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Board of Directors of the Company have appointed Mrs. Amita Karia, Practicing Company Secretary (FCS No: 11066), as the Scrutinizer to scrutinize the remote e-voting process and voting through the electronic voting system at the EGM in a fair and transparent manner.
16. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the EGM.
17. The result declared along with the Scrutinizers Report will be placed on the Company's website www.tembo.in immediately after the declaration of result and the same will also be communicated to the National Stock Exchange of India Limited.
18. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

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

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

- i. The voting period begins on Tuesday, July 07, 2026 at 09: 00 A.M. and ends on Thursday, July 09, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, July 03, 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 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.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration4) 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">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.2) If the user is not registered for IDeAS e-Services, option to register is available at

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	<p>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 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	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.

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

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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 toll free No. 1800 22 55 33.
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.com or call at 022- 48867000.

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>
- 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).

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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.
- 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**”.

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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.

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: 022-62638338

4. Procedure for joining the AGM/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 AGM/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 “**VOTE NOW**” “**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.

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

- 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 AGM/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 AGM/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 AGM/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

Date:16.06.2026
Place: Navi Mumbai

By order of Board of Directors
For Tembo Global Industries Limited

Sd/-
Sanjay Jashbhai Patel
Managing Director
DIN: 01958033

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
("THE ACT") READ WITH THE COMPANIES ACT, 2013

Item No 1: Approval for Sub-division (Split) of Equity Shares:

The Board of Directors of the Company at its meeting held on June 16, 2026, approved and recommended for the approval of members, the sub- division (split) of each existing equity share of the Company having a face value of Rs. 10/-(Rupees Ten only) each fully paid-up, into 10 (Five) equity shares having a face value of Re. 1/- (Rupee One only) each fully paid-up ranking pari passu with each other in all respects with effect from such date being the Record Date as may be fixed for this purpose by the Board of Directors of the Company.

Over the years, the Company has witnessed significant growth in its business operations. The Company's equity shares are listed and actively traded on the National Stock Exchange of India Limited. With a view to improving liquidity, enhancing affordability and accessibility for small retail investors, and encouraging broader market participation by expanding the retail shareholders' base, the Board has proposed the sub-division of the face value of the Company's equity shares, subject to the approval of the Members and such statutory and regulatory approvals, consents and permissions as may be required.

The sub-division/split will not in any manner affect the rights and obligations of the Members. It is purely an arithmetic exercise to improve market accessibility of the shares and does not result in any dilution of shareholding for any of the existing members as on the record date of this corporate action. Further, the proposed sub-division/split will not change the amount of Authorised, Issued, Subscribed and paid-up capital of the Company but only increase the number of outstanding shares proportionately while reducing the nominal value per share.

The proposed sub-division will require alteration to existing Clause V of the Memorandum of Association of the Company to reflect change in the face value of equity shares of the Company which is detailed in the resolution forming part of this Notice.

The Pre and Post Sub-division Capital Structure is given below:

Type of capital	No of equity shares (Pre)	Face value (Rs.)	Total share capital (Rs.)	No of equity shares (Post)	Face value (Re.)	Total share capital (Rs.)
	Pre-sub-division/split			Post sub-division/split		
Authorised capital	3,00,00,000	10/-	30,00,00,000	30,00,00,000	1/-	30,00,00,000
Issued, Subscribed and Paid-up Capital	1,85,45,198	10/-	18,54,51,980	18,54,51,980	1/-	18,54,51,980

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Any Convertible Securities issued prior to the record date and converted post record date shall also be aligned with the revised face value and entitlement structure. Such adjustments, being automatic and consequential to the Share Split, shall be made in accordance with applicable regulatory provisions and shall not require further shareholder approval.

The sub-division/split of equity shares would inter-alia require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the;

- a. outstanding warrants of the Company, including adjustments to the number of equity shares issuable upon conversion and/or the conversion price thereof, in accordance with the terms and conditions governing the issue of such warrants and applicable laws. Any warrants issued prior to the Record Date and converted thereafter shall be adjusted to reflect the revised face value and entitlement structure resulting from the share split, such that the aggregate monetary consideration and economic rights of the warrant holders remain unchanged and;
- b. Entitlement of the participants under the 'Tembo Global Industries - Employee Stock Options Scheme 2025' of the Company, with respect to outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

None of the Directors, Key Managerial Personnel, Promoters or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

The Board of directors based on the rationale set out herein recommends the Ordinary Resolution at Item No. 1 for approval of the members as set out in this notice.

By order of Board of Directors
For Tembo Global Industries Limited

Date: 16.06.2026
Place: Navi Mumbai

Sd/-
Sanjay Jashbhai Patel
Managing Director
DIN: 01958033

Tembo Global Industries Ltd.