



**TEMBO**  
Powering Ahead

Date: June 29, 2026

**To,**  
The Manager – Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

**TEMBO/INE869Y01010**

Dear Sir/ Madam,

**Subject: Annual Secretarial Compliance Report for the year ended March 31, 2026**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish Annual Secretarial Compliance Report for the year ended March 31, 2026 issued by M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For and on behalf of**  
**Tembo Global Industries Limited**

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

Encl.: As Above

**Tembo Global Industries Ltd.**

**RAMESH CHANDRA BAGDI & ASSOCIATES**  
COMPANY SECRETARIES  
31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001

**SECRETARIAL COMPLIANCE REPORT OF  
TEMBO GLOBAL INDUSTRIES LIMITED FOR THE YEAR ENDED 31.03.2026**

I, Ramesh Chandra Bagdi have examined that:

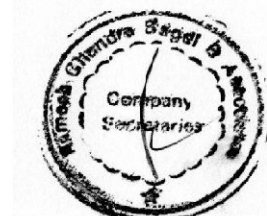
1. all the documents and records made available to us and explanation provided by Tembo Global Industries Limited (“the listed entity”),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which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

For the year ended 31.03.2026 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –**Not applicable** as the Company has not bought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 –**During the year company has taken approval for ESOP Scheme;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –**Not applicable** as the Company has not issued any debt securities during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 – During the year, the Company has converted warrants into equity shares allotted to both Promoter and Non-Promoter entities. The process of listing and trading approval for these shares is currently under progress with the stock exchange.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **During the year company has taken approval for ESOP Scheme;**
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review;

and clause 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 issued by Securities and Exchange Board of India on “Resignation of Statutory Auditors from listed entities and their Material Subsidiaries” – **During the year Statutory Auditor of the Company has resigned.**

And based on the above examination, I hereby report that, during the Review Period:

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

S r N o	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary, if any	Management Response	Remarks
1.	Regulation 17 (1A) of SEBI (LODR) Regulations 2015	Regulation 17	NA	NSE	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the	The Company had received a letter from NSE regarding the regulation 17 (1A) of SEBI (LODR) from the National Stock Exchange dated 27-Feb-2026.	167560	The Listed entity has paid such fine.	Management has paid the fine within stipulated time and confirm to ensure timely compliance in the future.	NA



1.	Regulation 33 of SEBI (LODR) Regulations 2015	Regulation 33	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited for the quarter ended 30-Sep-2024 with respect to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On basis of above the Company is required to clarify the following: -1. Financial results submitted is not as per format prescribed by SEBI.	The Company had received a mail from NSE regarding the quick result submitted to the Exchange dated 26-Oct-2024 of TEMBO: Following deficiency/ non submission have/has been observed in by your good office, Clarifications on the same given below: 1. Financial results submitted is not as per format prescribed by SEBI - balance sheet does not specify Standalone and Consolidated heading.	NA	The Listed entity has filed an adequate and justifiable reply/clarification to NSE within the timeline.	Management has provided adequate resolution to the said clarification within the stipulated timeline.	NA
2.	Regulation 43 of SEBI (LODR) Regulations 2015	Regulation 43	NA	NSE	The Exchange has sought clarification from Tembo Global Industries Limited for the Final Dividend declared by the Company in the notice of Board Meeting to be held on Thursday, August 29, 2024	Exchange has imposed Fine of Rs.11,800/- on the Company for such typographical errors.	11,800/-	The Listed entity has paid such fine on 15 <sup>th</sup> October,2024	Management has provided adequate resolution to the said clarification within the stipulated timeline.	It is suggested to be cautious while submitting any document

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

**ADDITIONAL AFFIRMATION:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of	Yes	Not Applicable

	Company Secretaries India (ICSI)		
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Not Applicable
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Applicable
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies</li> <li>• Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	Yes	Not Applicable
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Not Applicable
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not Applicable
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none"> <li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether</li> </ul>	Yes	Not Applicable

	the transactions were subsequently approved/ratified/rejected by the Audit committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Applicable
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Applicable
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, however the Company had received a letter from NSE regarding With reference to your query regarding the regulation 17 (1A) of SEBI (LODR) from the National Stock Exchange dated 27-Feb-2026 and also the National Stock Exchange has imposed Fine of Rs. 236000/- on the Company for 10 days delay in filing.	NA	The said penalties were duly paid within the prescribed regulatory timelines to stock exchanges.  Additionally, no action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder from time to time during the year under reviewed.
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	The Listed entity has complied all the applicable provisions of SEBI regulation/circular/guidance note issued by SEBI from time to time.  There is no Non-compliance

			observed/happened during the financial year under review.
13.	<b>Structure Digital Database:</b> Company has adhered to the requirements concerning the Structure Digital Database (SDD) as mandated under Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Applicable

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

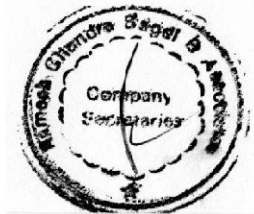
**Assumptions & Limitation of scope and Review:**

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

**For Ramesh Chandra Bagdi & Associates  
Practicing Company Secretary**



**Ramesh Chandra Bagdi**  
Proprietor  
Mem No: F8276  
CP No.: 2871  
Peer Review No. 1560/2021



**UDIN: F008276H000706611**  
Date: June 29<sup>th</sup>, 2026  
Place: Indore