NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("the EGM / the Meeting") of the Members of M/s. Tembo Global Industries Limited ("the Company") will be held on **Friday, September 04, 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. **ISSUE OF 2,00,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:**

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company ("the Board") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to **2,00,00,000 (Two Crores)** Warrants ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 1/- (Rupees One Only) each on a preferential basis, for cash, at an **issue price of Rs. 57/- (Rupees Fifty-Seven Only) including premium of Rs. 56/- (Rupees Fifty-Six Only)** each per Warrant at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations ('Warrant Issue Price') aggregating to an amount not exceeding **Rs. 1,14,00,00,000/- (Rupees One Hundred and Fourteen Only)**, to the following promoter and non-promoter individual/entities (hereinafter referred to as the "Proposed Allottees of Warrant"), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 1/- (Rupees One Only) each of the Company ("Equity Shares") for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Proposed Allottees Warrants	Category (Promoter and Non-Promoter)	No. of Warrants proposed to be issued (up to)	Issue Price (INR)	Outcome of the subscription / Investment amount (INR) (Approx/ maximum.)
1	Fatema Shabbir Kachwala	Promoter	70,00,000	57	39,90,00,000
2	Taruna Piyush Patel	Promoter	17,50,000	57	9,97,50,000
3	Piyush Jashbhai Patel	Promoter	17,50,000	57	9,97,50,000
4	Sanjay Patel Holdings Private Limited	Promoter	35,00,000	57	19,95,00,000
5	Zeal Global Opportunities Fund	Non-Promoter	20,00,000	57	11,40,00,000
6	AL Maha Investment Fund PCC-ONYX Strategy	Non-Promoter	20,00,000	57	11,40,00,000
7	Maestro Emerging Fund PCC - Value Investing	Non-Promoter	20,00,000	57	11,40,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Wednesday, August 05, 2026, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Friday, September 04, 2026.

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

a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 1/- (Rupees One Only) each to the Warrant holders;

b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five

Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;

d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;

f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;

h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);

j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

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

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

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

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

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

By order of the Board
For Tembo Global Industries Limited

Sd/-
Sanjay Jashbhai Patel
Managing Director
DIN- 01958033
Registered Office: -Plot No- PAPD- 146/147, TTC MIDC, Turbhe, Navi Mumbai – 400705

Place: Navi Mumbai
Date: August 07, 2026

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).

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.

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, September 01, 2026 at 09: 00 A.M. and ends on Thursday, September 03, 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, August 28, 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 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 /EasiRegistration 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.

Individual Shareholders holding securities in demat mode with **NSDL**	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 https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 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.
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

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).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

- 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**".
    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 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 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 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.

- 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, 022-62638338

By order of the Board
For Tembo Global Industries Limited

Sd/-
Sanjay Jashbhai Patel
Managing Director
DIN- 01958033
Registered Office: -Plot No- PAPD- 146/147, TTC MIDC, Turbhe, Navi Mumbai – 400705

Place: Navi Mumbai
Date: August 07, 2026

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

ITEM NO. 1:

ISSUE OF 2,00,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on August 07, 2026, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Warrants up to 2,00,00,000 (Two Crores) warrants convertible into equity shares of a face value of Rs. 1/- (Rupees One Only) each of the Company at an Issue Price of Rs. 57/- (Rupees Fifty Seven Only) including premium of Rs. 56/- (Rupees Fifty Six Only) each per Warrants which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to an amount not exceeding **Rs. 1,14,00,00,000/- (Rupees One Hundred Fourteen Crores Only**) to the proposed allottees being Promoter(s) and Non-Promoters.

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

1. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

a) Investment in Subsidiaries & Associates
b) Working Capital
c) General Corporate Purpose

Utilization of Issue Proceeds

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

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR) *	Name of the subsidiaries/Associates	Percentage (%) to be utilized	Projects (Engineering, Procurement, Construction (EPC)/Defence/Solar)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds

1	Investment in Subsidiaries & Associates	28.50	1.Tembo Global Solar Power Private Limited 2.Tembo Renewal Energy Private Limited 3.Tembo Dynamic Solutions Private Limited 4.Tembo PES JV Private Limited 5.Tembo Global Solar Power Mumbai Private Limited 6.Tembo Classic Engineering Private Limited 7.Tembo Global Infra Limited	25%	(EPC/Defence/Solar)	Within 3 months from receipt of funds for the Warrants (as set out therein)
2	Working Capital	57.00	-	50%	-	Within 3 months from receipt of funds for the Warrants (as set out therein)
3	General Corporate Purposes	28.50	-	25%	-	Within 3 months from receipt of funds for the Warrants (as set out therein)
	Total	114.00				

** Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares*

Interim Use of Issue Proceeds:

Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of fixed Deposit(s)/Investment in Debt Mutual funds and money market instruments. The Company shall not invest in risk-taking and/or capital eroding instruments.

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

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

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

2. <u>Particulars of the offer including the maximum number of specified securities to be issued.</u>

Preferential issue of 2,00,00,000 (Two Crores) Warrants of face value of Rs. 1/- (Rupees One Only) each at an issue price not exceeding Rs. 57/- (Rupees Fifty-Seven Only) including premium of Rs. 56/- (Rupees Fifty-Six Only) each per Warrant aggregating to an amount not exceeding **Rs. 1,14,00,00,000/- (Rupees One Hundred Fourteen Crores Only**) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. <u>Relevant Date with reference to which the price has been arrived at:</u>

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Warrants shall be Wednesday, August 05, 2026, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, September 04, 2026.

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

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

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 57/- (Rupees Fifty-Seven Only) per Warrant, being higher of the following:

a. the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 56.66/-**;
b. the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 56.04/-**;

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

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

Accordingly, the company has obtained Valuation Report dated August 07, 2026 issued by CA Shreyans Dedhia, Independent Registered Valuer (IBBI/RV/03/2026/16132) having office at 507-508, Inizio Cardinal Gracious Road, Andheri-Kurla Road, Andheri East, Mumbai-400099, in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at www.tembo.in.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 56.66/- (Rupees Fifty Six and Sixty Six paisa only).

Floor Price has been arrived at ₹56.66/- and the Issue Price has been fixed at ₹57/-, i.e., the adjusted values, taking into consideration the sub-division of nominal value of the equity shares of the Company, from one equity share of ₹10/- to one equity share of ₹1/- (thereby splitting one equity share of ₹10/- into 10 equity shares of ₹1/- each) (before stock-split Floor Price arrived at ₹566.61/- and accordingly, Issue Price becomes ₹570/-), in line with Regulation 166 of the SEBI ICDR Regulations as tabulated herein below:

Particulars	**Pre-Split values (₹)**	**Post-Split values (₹)**
Face Value per equity share	**10.00**	**1.00**
Fair Price per equity share/warrant	**566.61**	**56.66**
Issue Price per equity share/warrant	**570.00**	**57**

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

The company intends to raise an amount not exceeding **Rs. 1,14,00,00,000/- (Rupees One Hundred Fourteen Crores Only.**

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

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted
Fatema Shabbir Kachwala	Promoter and Director	70,00,000
Taruna Piyush Patel	Promoter	17,50,000
Piyush Jashbhai Patel	Promoter	17,50,000
Sanjay Patel Holdings Private Limited	Promoter	35,00,000

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

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

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

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

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

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

Sr. No	Name of the Proposed Allottee of Warrants	PAN card of allottees	Class (Prom	Pre-preferential Issue Shareholding#	Issue of Warrants (Present	Post Issue Shareholding after Conversion of Warrants*

			oter /Non-Promoter)	No. of Shares	% of Shareholding	Issue) (No.)	No. of Shares	% of Shareholding
1.	Fatema Shabbir Kachwala	AQUPK4999C	P	33542000	17.33	70,00,000	4,65,42,000	20.63
2.	Taruna Piyush Patel	AAKPP5321P	P	10387500	5.37	17,50,000	1,21,37,500	5.38
3.	Piyush Jashbhai Patel	AAFPP6533Q	P	7121000	3.68	17,50,000	1,38,71,000	6.15
4.	Sanjay Patel Holdings Private Limited	ABOCS0346R	P	00	0	35,00,000	45,00,000	1.99
5.	Zeal Global Opportunities Fund	AACCW2342L	NP	0	0	20,00,000	20,00,000	0.89
6.	AL Maha Investment Fund PCC-ONYX Strategy	ABBCA2764N	NP	0	0	20,00,000	20,00,000	0.89
7.	Maestro Emerging Fund PCC - Value Investing	AAUCM9365R	NP	0	0	20,00,000	20,00,000	0.89

#Note: The Pre–Issue Shareholding constitutes the sub–divided, post-split equity shareholding of the Proposed Allottees:, i.e.,

- *Fatema Shabbir Kachwala, in which 33,54,200 equity shares of ₹10/- each, have been sub -divided / split into 3,35,42,000 equity shares of ₹1/- each,*
- *Taruna Piyush Patel, in which 10,38,750 equity shares of ₹10/- each, have been sub -divided / split into ,103,87,500 equity shares of ₹1/- each*
- *Piyush Jashbhai Patel, in which ,712,100 equity shares of ₹10/- each, have been sub -divided / split into 71,21,000 equity shares of ₹1/- each*

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

(1) all proposed share warrants in accordance with Resolution No. 1 shall be subscribed, and warrants will subsequently be exercised or converted into equity shares.
(2) the 12,00,000 warrants of Rs. 10/- each, approved by members on September 11, 2025 have been sub - divided / split into 1,20,00,000 warrants of ₹1/- each, shall be exercised or converted into equity shares.

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

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

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

Sr. No.	Names of the proposed allottee(s) of warrants	Names of ultimate Beneficial owners of proposed allottee(s) of warrants	Pan Card of ultimate beneficial owners
1.	Sanjay Patel Holdings Private Limited	Sanjay Patel	AAJPP2657H
2.	Zeal Global Opportunities Fund	1. Nikhil Kumar 2. Low Ren Feng	DMGPK8807J Passport – K5762241N
3.	AL Maha Investment Fund PCC-ONYX Strategy	Karuna Ramchurn	Passport - 1664067
4.	Maestro Emerging Fund PCC - Value Investing	Fukeerah Muhammad Faredine Khan	Passport - 1780712

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

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

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

During the financial year, the Company has allotted securities on a preferential basis:

S. No.	Name of the Allottee	No. of securities#	Issue Price
1.	Fatema Shabbir Kachwala	4050000	285

#Note: No. of securities allotted constitutes the sub–divided, post-split equity shareholding of the Proposed Allottees:, i.e., Fatema Shabbir Kachwala, in which 4,05,000 equity shares of ₹10/- each, have been sub - divided / split into 40,50,000 equity shares of ₹1/- each.

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

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

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

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

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

Sr. No.	Names of the Proposed Allottees of Warrant	Current Status of the Proposed Allottee of Warrant	Proposed Status of the Proposed Allottee post the preferential issue
1	Fatema Shabbir Kachwala	Promoter	Promoter
2	Taruna Piyush Patel	Promoter	Promoter
3	Piyush Jashbhai Patel	Promoter	Promoter
4	Sanjay Patel Holdings Private Limited	Promoter	Promoter
5	Zeal Global Opportunities Fund	Non- Promoter	Non-Promoter
6	AL Maha Investment Fund PCC- ONYX Strategy	Non- Promoter	Non-Promoter
7	Maestro Emerging Fund PCC - Value Investing	Non- Promoter	Non-Promoter

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

Not applicable

17. Lock-in-period:

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

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

18. Practicing Company Secretary's Certificate:

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

19. Undertaking:

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

a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

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

e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.

f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.: 01 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 01 in the accompanying notice for approval by the Members.

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

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Annexure A

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

Sr No	Category	Pre-Issue Shareholding (as on August 07, 2026) (on actual basis)		Shareholding Post Preferential Issue (Conversion of warrants)	
		No. of Equity Shares held#	% to total share capital	No. of Shares held *	% to total share capital *
A	Promoter Group				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	75566500	39.04	97066500	43.04
	Body Corporate	0	0	4500000	1.99
	Sub-Total	75566500	39.04	101566500	45.03
2	Foreign Promoters	0	0	0	0
	NRI	0	0	0	0
	Sub-Total – A (A1+A2)	**75566500**	**39.04**	101566500	**45.03**
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	0	0	0	**0**
	Alternative Investment Fund	3012890	1.56	3012890	1.33
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
	Sub-Total	3012890	1.56	3012890	1.33
	Foreign Portfolio Investors Category I	15501150	8.01	21501150	9.53
	Foreign Portfolio Investors Category II	464660	0.24	464660	0.21
	Sub-Total - B1	**18978700**	**9.81**	24978700	**11.07**
2	Non-Institutional Investors				
	Individuals	81206500	41.96	81206500	36.00
	Body Corporate	12036280	6.22	12036280	5.33
	Others	5764000	2.98	5764000	2.56
	Sub-Total - B2	**99006780**	**51.15**	**99006780**	**43.89**
	Total (B=B1+B2)	**117985480**	**60.96**	**123985480**	**54.97**
	GRAND TOTAL (A+B)	**193551980**	**100**	**225551980**	**100**

#Note: The Pre–Issue Shareholding constitutes the sub–divided, post-split equity shareholding of the Company, in which 1,93,55,198 equity shares of ₹10/- each, have been sub -divided / split into 19,35,51,980 equity shares of ₹1/- each

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

(1) all proposed warrants shall be subscribed, and warrants will subsequently be exercised or converted into equity shares in accordance with Resolution No. 1.
(2) the 12,00,000 warrants of Rs.10/- each were approved by members on September 11, 2025 have been sub -divided / split into 1,20,00,000 warrants of ₹1/- each, shall be exercised or converted into equity shares.

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

By order of the Board
For Tembo Global Industries Limited

Sd/-

Sanjay Jashbhai Patel
Managing Director
DIN- 01958033
Registered Office: -Plot No- PAPD- 146/147, TTC MIDC, Turbhe, Navi Mumbai – 400705

Place: Navi Mumbai
Date: August 07, 2026