



TEMBO
Powering Ahead

May 16, 2025

To,
Listing Compliance,
National Stock Exchange of India Ltd ("NSE")
Exchange Plaza Block G, C 1,
Bandra Kurla Complex, G Block BKC,
Bandra East, Mumbai, Maharashtra 400051

Sub.: Results of Postal Ballot under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letters dated 9th April, 2025 pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that the following resolution as set out in the Notice, has been passed by the members of the Company through remote e-voting with requisite majority on Wednesday, May 14, 2025 (last date of remote e-voting)

The resolutions have been passed by the Members with requisite majority. The result of the remote e-voting and Report of the Scrutinizer are also being hosted on the website of the Company i.e. www.tembo.in and website of big share (e-voting agency) i.e. www.bigshareonline.com

S.NO	Description	Resolutions
1	Appointment of Ms. Homai Ardeshir Daruwalla (DIN: 00365880) as an Independent Director of the Company;	Special
2	Appointment of Mr. Ajay Madan (DIN: 07191447) as an Independent Director of the Company	Special
3	Appointment of Mr. Sumantra Sarathi Mahata (DIN: 08524659) as an independent director of the company	Special
4	Appointment of Mr. Nikunj Barot (DIN: 11034775) as an Independent Director of the Company	Special
5	Increasing the Borrowing Powers Under Section 180(1) (A) and (C) of the Companies Act, 2013 up to INR 500 Crores;	Special
6		Special

Tembo Global Industries Ltd.

GST NO. 27AAPCS4498C1ZV | CIN - L24100MH2010PLC204331 | Toll Free : 1800 123 7991 | sales@tembo.in | www.tembo.in
Reg. Off. : Plot No.D-146/147, Turbhe MIDC, TTC Industrial Estate, S Cental Road, Opp. Balmer Lawrie Vaan Leer, Navi Mumbai, Maharashtra 400 705.
Factory Add.: Unit No.1/B - Badrinath, Ground Floor, Tungareshwar Industrial complex, Sativali Village, Vasai (East), Dist.Palghar- 401208.



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	Making Investment(s) and/or Providing Loan(s) and Give Guarantee (s) in Excess of the Limits Prescribed Under Section 186 of the Companies Act, 2013;	
7	To Approve Material Related Party Transaction(s) between the Company and its Subsidiaries, Associates and Group Companies;	Ordinary
8	Change in Object Clause of the Company;	Special
9	Approval for Tembo Global Industries - Employee Stock Options Scheme 2025 ("The TGI ESOP Scheme 2025 / the Scheme")	Special

In this regard, please find enclosed herewith:

- 1) Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations; and
- 2) Report of Scrutinizer dated May 15, 2025.

This is for your kind information and records. Thanking you Yours faithfully,

Yours faithfully,

For Tembo Global Industries Limited

SANJAY
JASHBHAI
PATEL

Digitally signed by
SANJAY JASHBHAI
PATEL
Date: 2025.05.16
11:31:10 +05'30'

Sanjay Jashbhai Patel
Managing Director
DIN: 01958033

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VRG & Associates
PRACTICING COMPANY SECRETARY

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloon Shopping Center,
Near Platform No. 1, Borivali (West), Mumbai - 400 092.
☎ 9769680504 | ✉ vrg.gupta@gmail.com

Report of Scrutinizer for Voting through E-voting on Postal Ballot [Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules 2014]

To,
Mr. Sanjay Jashbhai Patel
Managing Director
Tembo Global Industries Limited
PLOT NO- PAP D- 146/ 147, TTC MIDC, TURBHE,
MUMBAI CITY, NAVI MUMBAI-400705

Dear Sir,

Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

A. Pursuant to the resolution passed by the Board of Directors of **Tembo Global Industries Limited** (hereinafter referred as "**the Company**") on 09th April, 2025. I, Vijay Ramesh Gupta, Proprietor of M/s. VRG & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes casted in respect of the resolution set out in the Postal Ballot Notice dated 09th April, 2025 (hereinafter referred as "**Notice**").

B. Member's approvals were sought for approving the following Ordinary and Special Businesses i.e.,

- i. Appointment of Ms. Homai Ardeshir Daruwalla (DIN: 00365880) as an Independent Director of the Company;
- ii. Appointment of Mr. Ajay Madan (DIN: 07191447) as an Independent Director of the Company;
- iii. Appointment of Mr. Sumantra Sarathi Mahata (DIN: 08524659) as an independent director of the company;
- iv. Appointment of Mr. Nikunj Barot (DIN: 11034775) as an Independent Director of the Company;
- v. Increasing the Borrowing Powers Under Section 180(1) (A) and (C) of the Companies Act, 2013 up to INR 500 Crores;
- vi. Making Investment(s) and/or Providing Loan(s) and Give Guarantee (s) in Excess of the Limits Prescribed Under Section 186 of the Companies Act, 2013; and
- vii. To Approve Material Related Party Transaction(s) between the Company and its Subsidiaries, Associates and Group Companies;
- viii. Change in Object Clause of the Company;
- ix. Approval for Tembo Global Industries - Employee Stock Options Scheme 2025 ("The TGI ESOP Scheme 2025 / the Scheme")

C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the

Company for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 8th December 2021 and 5th May 2022 and 28th December 2022 and SEBI Circular dated 12th May, 2020, 28th September 2020, 15th January, 2021 and 13th May, 2022 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement via electronic mode on April 14, 2025 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, 11th April, 2025 ("cut-off-date").

D. The remote e-voting facility was provided by c.

E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.

F. The voting period commenced on Tuesday, April 15, 2025, at 09.00 a.m. (IST) and ends on Wednesday, May 14, 2025, at 05.00 p.m. (IST). The remote e for voting through e-voting.

G. The e-voting were blocked at 5:00 P.M. (IST) on Wednesday, 14th May, 2025 and the e-voting summary statement was downloaded from e-voting website of Bigshare Services Private Limited.

H. The Members holding shares as on the "cut off" date i.e. Friday, 11th April, 2025, were entitled to vote on the proposed resolutions.

I. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Special Resolution

APPOINTMENT OF MS. HOMAI ARDESHIR DARUWALLA (DIN: 00365880) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through Postal Ballot	6746650	6162250	91.34	6162250	0	100	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		8720496	423234	4.85	423234	0	100	0
Total		15467146	6585484	42.56	6585484	0	100	0

Resolution Item No. 2: Special Resolution**APPOINTMENT OF MR. AJAY MADAN (DIN: 07191447) AS AN INDEPENDENT DIRECTOR OF THE COMPANY;**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423144	4.85	423144	0	100	0
Total		15467146	6585394	42.58	6585394	0	100	0

Resolution Item No. 3: Special Resolution**APPOINTMENT OF MR. SUMANTRA SARATHI MAHATA (DIN: 08524659) AS AN INDEPENDENT DIRECTOR OF THE COMPANY;**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423144	4.85	423144	0	100	0
Total		15467146	6585394	42.58	6585394	0	100	0

Resolution Item No. 4: Special Resolution**APPOINTMENT OF MR. NIKUNJ BAROT (DIN: 11034775) AS AN INDEPENDENT DIRECTOR OF THE COMPANY;**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423143	4.85	423143	0	100	0
Total		15467146	6585393	42.58	6585393	0	100	0

Resolution Item No. 5: Special Resolution

INCREASING THE BORROWING POWERS UNDER SECTION 180(1) (A) and (C) OF THE COMPANIES ACT, 2013 UPTO INR 500 CRORES;

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423234	4.85	422433	801	99.81	0.19
Total		15467146	6585484	42.58	6584683	801	99.99	0.01

Resolution Item No. 6: Special Resolution

MAKING INVESTMENT(S) AND/OR PROVIDING LOAN(S) AND GIVE GUARANTEE (S) IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013;

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423235	4.85	421578	1657	99.61	0.39
Total		15467146	6585485	42.58	6583828	1657	99.97	0.39

Resolution Item No. 7: Ordinary Resolution

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND ITS SUBSIDIARIES, ASSOCIATES AND GROUP COMPANIES;

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100}	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting through Postal Ballot	6746650	6162250	91.34	6162250 <i>(Invalid Vote)</i>	0	0	0
Public Institutions		0	0	0	0	0	0	0
Public Non-Institutions		8720496	423235	4.85	422344	891	99.79	0.21
Total		15467146	6585485	42.58	422344	891	6.41	0.01

Resolution Item No. 8: Special Resolution

CHANGE IN OBJECT CLAUSE OF THE COMPANY;

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100}	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423145	4.85	422344	801	99.81	0.19
Total		15467146	6585395	42.58	6584594	801	99.99	0.01

Resolution Item No. 9: Special Resolution

APPROVAL FOR TEMBO GLOBAL INDUSTRIES - EMPLOYEE STOCK OPTIONS SCHEME 2025 ("THE TGI ESOP SCHEME 2025 / THE SCHEME").

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100}	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting through	6746650	6162250	91.34	6162250	0	100	0
Public Institutions	Postal Ballot	0	0	0	0	0	0	0
Public Non-Institutions		8720496	423234	4.85	423234	0	100	0
Total		15467146	6585484	42.56	6585484	0	100	0

The aforesaid resolutions were passed by requisite majority.

For VRG & Associates

Practicing Company Secretaries



CS Vijay Ramesh Gupta

Mem. No.: A33236, C.P. No.: 22478

Peer Review No. 5449/2024

UDIN: A033236G000352346

Place: Mumbai

Date: 15/05/2025