



TEMBO
Powering Ahead

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400 051

Date: 04/10/2024

ISIN-INE869Y01010/ SYMBOL- TEMBO

Dear Madam /Sir,

Sub: Scrutinizer Report of the Extra-Ordinary General Meeting (“EOGM”) held on Tuesday, the 1st day of October, 2024.

We hereby submit the Scrutinizer Report consolidated for Remote E-voting during Extra Ordinary General Meeting (“EOGM”) of the Shareholders of Tembo Global Industries Limited, held on Tuesday, the 1st day of October, 2024 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereof.

You are requested to take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Tembo Global Industries Limited

Sanjay Jashbhai Patel
Managing Director
DIN: 01958033
Mumbai

Tembo Global Industries Ltd.

General information about company	
Scrip code	123456
NSE Symbol	TEMBO
MSEI Symbol	NOTLISTED
ISIN	INE869Y01010
Name of the company	Tembo Global Industries Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	01-10-2024
Start time of the meeting	01:00 PM
End time of the meeting	01:15 PM

Scrutinizer Details	
Name of the Scrutinizer	Mihen Halani
Firms Name	Mihen Halani & Associates
Qualification	CS
Membership Number	9926
Date of Board Meeting in which appointed	09-09-2024
Date of Issuance of Report to the company	04-10-2024

Voting results	
Record date	24-09-2024
Total number of shareholders on record date	9578
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	32
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF 20,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY				
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	6152250	6152250	100	6152250	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6152250	6152250	100	6152250	0	100
Public- Institutions	E-Voting	182667	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		182667	0	0	0	0	0
Public- Non Institutions	E-Voting	4768829	249720	5.2365	249702	18	99.9928	0.0072
	Poll							
	Postal Ballot (if applicable)							
	Total		4768829	249720	5.2365	249702	18	99.9928
Total		11103746	6401970	57.6559	6401952	18	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUE OF 8,10,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER CATEGORY				
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	6152250	6152250	100	6152250	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6152250	6152250	100	6152250	0	100
Public- Institutions	E-Voting	182667	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		182667	0	0	0	0	0
Public- Non Institutions	E-Voting	4768829	249720	5.2365	249702	18	99.9928	0.0072
	Poll							
	Postal Ballot (if applicable)							
	Total		4768829	249720	5.2365	249702	18	99.9928
Total		11103746	6401970	57.6559	6401952	18	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

312, Kalpataru Avenue CHS LTD, Opp. Employees State Insurance Scheme Hospital, Akurli Road, Kandivali (East), Mumbai - 400 101, Tel No.: 022 4516 5109 Email: mihenhalani@mha-cs.com

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman & Managing Director
TEMBO GLOBAL INDUSTRIES LIMITED
PLOT NO- PAP D- 146/ 147, TTC MIDC,
TURBHE, NAVI MUMBAI,
MAHARASHTRA, INDIA, 400705

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for Extra Ordinary General Meeting (EGM) of the members of Tembo Global Industries Limited ("the Company") held on Tuesday, October 01, 2024 at 01:00 P.M. IST through Video Conferencing ("VC") or Other Audio Visual Means (OAVM).

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD/-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for EGM of the Company held through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of EGM, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
2. The members of the Company as on cut-off date i.e. **Tuesday, September 24, 2024** were entitled to vote on the resolutions (as set out in the notice of EGM of the Company).

3. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL). The remote e-voting period commenced on Saturday, September 28, 2024 at 09:00 AM IST and ended on Monday, September 30, 2024 at 05:00 PM IST (both days inclusive) ("remote e-voting period").
4. The Company had also availed e-voting facility provided by NSDL to the members present at the EGM through VC and who had not cast their vote during the said remote e-voting period.
5. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Mrs. Shweta Gupta and Mrs. Amita Karia who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Mrs. Shweta Gupta
SD/-
Signature

Name: Mrs. Amita Karia
SD/-
Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the EGM, we have issued the Combined Scrutiniser's Report dated October 04, 2024.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the EGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a Scrutinizer Report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the NSDL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
9. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of NSDL i.e. <https://eservices.nsdl.com> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

