



TEMBO GLOBAL INDUSTRIES LIMITED

[FORMERLY KNOWN AS - SAKETH EXIM LTD.]

Regd. Off.: Plot No. PAP - D 146 - 147, Turbhe MIDC, TTC Industrial Area, Opp. Balmer Lawrie Van Leer Co. Turbhe, Navi Mumbai - 400 705, Maharashtra - INDIA. Tel.: +91 - 022 - 27620641 / 27620642 / 27620643. Fax: +91 - 022-27620623. GST No.- 27AAPCS4498C1ZV CIN - L29253MH2010PLC204331 Email: info@sakethexim.com / info@tembousa.us Web: www.sakethexim.com / www.tembousa.us

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

Date: 12/09/2020

Dear Sir / Madam,

Sub: Outcome of Board Meeting to held on 12th September, 2020

Board meeting Zoom Id : 990 968 5535

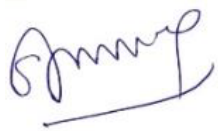
The Board has hereby approved the following business:-

1. Considered, discussed and adopted the resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary), subject to the approval of Shareholder in EOGM.
2. Approved and fixed the date of EOGM and consider and adopted the draft Notice of Extra Ordinary General Meeting to be held for shareholder approval of the resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary)
3. Approved and appointed M/S. GMS & CO., company secretary in practicing (Membership No. 32581) as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.

Kindly take it on record.

Thanking You,

FOR TEMBO GLOBAL INDUSTRIES LIMITED



Managing Director
Place: Navi Mumbai

Enclosed: Notice of Extra-Ordinary General Meeting and Explanatory Statement.

NOTICE OF THE 1st EXTRA ORDINARY GENERAL MEETING



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To,
The Members,
TEMBO GLOBAL INDUSTRIES LIMITED
(CIN: L29253MH2010PLC204331)
Regd. Plot No- PAP D- 146/ 147,
TTC MIDC, Turbhe,
Navi Mumbai-400705

NOTICE is hereby given that the 1ST Extra Ordinary General Meeting of **TEMBO GLOBAL INDUSTRIES LIMITED** will be held on Thursday, 24th September, 2020 at 12:00 pm. through video conferencing & Registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai--400705

TO TRANSACT THE FOLLOWING BUSINESS: - SPECIAL BUSINESS:

1. **To consider and, if thought fit, to pass, with or without modification s, the following resolution as a Special Resolution:**

Resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary)

“**RESOLVED THAT**” the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of Directors be and is hereby authorized, subject to the approval of the Reserve Bank of India, if any, and FEMA regulation and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications there under:-

to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013



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3. A member entitled to vote at the EOGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Facility of joining the EOGM through VC / OAVM shall open 30 minutes before the time scheduled for the EOGM and the Members can join the EOGM by following the procedure mentioned in this Notice. The facility of participation at the EOGM through VC/OAVM will be made available on first come first serve basis.
5. Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the MCA Circulars and SEBI Circular dated 12th May 2020, the Notice calling the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice will also be made available on the Company's website at www.nut-clamps.com, websites of the Stock Exchanges i.e. The National Stock Exchange of India Limited at www.nseindia.com respectively and the EOGM Notice is also available on the website of NSDL and CSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. In-terms of Section 101 and 136 of the Companies Act, read together with Rules made there under electronic copy of the notice of the Extra Ordinary General Meeting of the Company along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID cs@sakethexim.com. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
8. Corporate Members intending to send their authorized representative to attend EOGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at EOGM
9. Members are requested to notify any change in their addresses to the Company



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immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.

10. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall
11. Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 18th September, 2020 to 24th September 2020 (Both days inclusive)
12. Notice of EOGM along with Explanatory Statement is being sent by electronic mode to those members who is registered as a members as on 17th September, 2020 as per list provided by Registrar and Share Transfer Agent , M/s. Bigshare Services Private Limited.
13. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 your Company is listed on SME Platform of NSE is not required to provide e-voting process for the consolidation of resolution, proposed at the General Meeting.
14. The Board of Directors has appointed **M/S. GMS & CO.,** company secretary in practicing (Membership No. 32581) as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.

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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EOGM of the Company.

Item No. 1



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In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in Subsidiary or granting loans, giving guarantee or providing security to Subsidiary as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, and the FEMA regulation the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made through foreign commitment exceed USD 100000/- in a Financial year even if it is within 400% of the net-worth as per the last audited balance sheet subject to RBI prior approval. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding USD 200000 (Two Lakh Only) to be given to overseas subsidiary Tembo Global LLC as Loan, repayable after 3 years and interest to be paid annually @ 12% at the end of the financial year applicable to the company Tembo Global LLC i.e 31st December every year. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Route Map Registered office of the Company

<https://www.google.com/maps/vt/data=e0IFWcA7TOBv8pudpqNPaSi5ocUyKMnIVMpD1pycUpRMuf2VgryxRzGW0YmE3cJFyXqpx8IvOuaWPrTtEIujgu7XTTJUNblm1->



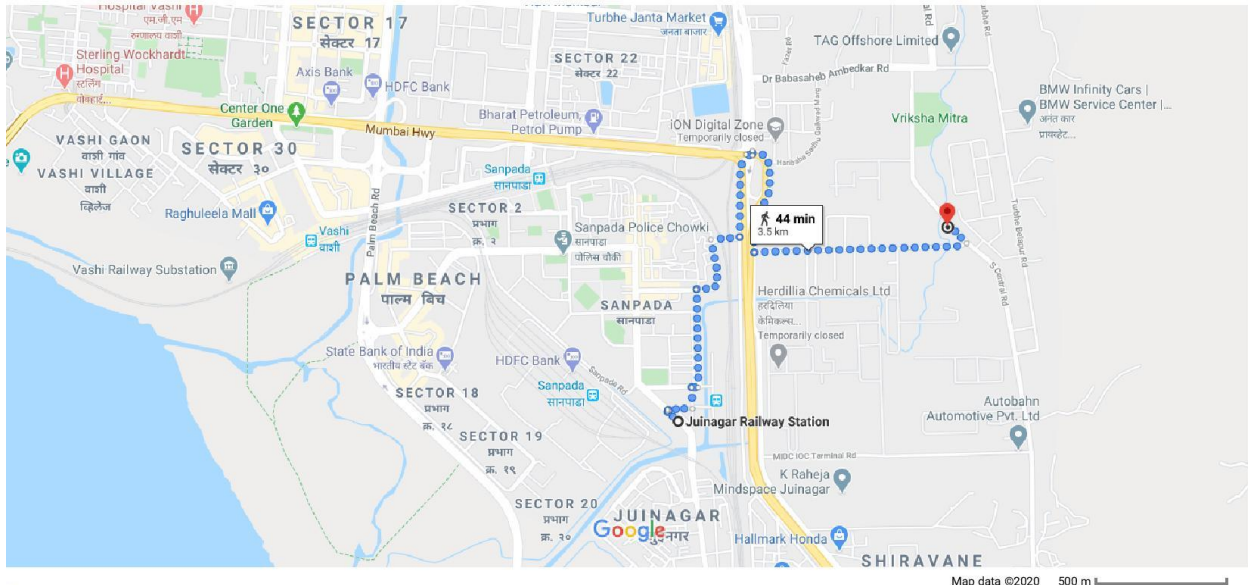
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Google Maps Juinagar Railway Station to Tembo Global Industries Ltd (formerly:- Saketh Exim Ltd)

Walk 3.5 km, 44 min



via Turbhe Midc Rd

44 min

3.5 km

Mostly flat