



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
Dear Sir/Madam,

Date: 22/02/2021

Ref : Script Id "TEMBO"

Sub: Proceeding of Postal Ballot

With reference to the above captioned subject, we are enclosing herewith the proceeding of Postal Ballot result declared on 22nd February, 2021 conducted pursuant to Postal Ballot Notice dated 19th January, 2021.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For and on behalf of Board of Directors of Tembo Global Industries Limited

Mr. Sanjay Jashbhai Patel
Managing Director



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PROCEEDING OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT AT THE REGISTERED OFFICE OF THE COMPANY AT D-146/147, MIDC TTC INDL, ESTATE OPP, BALMER LAWRIE, VANLEER TURBHE, NAVI MUMBAI, THANE, MAHARASHTRA, INDIA, 400703 FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 20th FEBRUARY, 2021.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 20th February, 2021 to obtain approval of shareholders through Postal Ballot / e—voting for:

- 1) Increase in Authorised Share Capital and consequent amendment to Memorandum of Association.
- 2) Issuance of Bonus Shares.
- 3) Migration of Company's listed equity shares from NSE SME Segment to Main Board of NSE Limited.

The Board of Directors had engaged services of Central Depository Service (India) Limited (CDSL) to provide e-voting facility to all the members as on cut-off date i.e. 15th January, 2021. The Voting period commenced on 20th February, 2021 at 9:00 am and ended on 20th February, 2021 at 05:00 pm.

The Board of Directors had appointed Mr. Gaurang Shah , Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Notice was sent to all the members as on cut-off date i.e. 15th January, 2021. The Postal Ballot Notice has been send through email registered with Share Transfer agent **BIGSHARE SERVICES PRIVATE LIMITED** and Company. The said Notice was also placed on the website of the Company. The intimation about completion of dissemination of the Postal Ballot e-Voting and the last date for closure of e-voting from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Jansatha, Financial Express and Mumbai Lakshadeep on 20th February, 2021.

Members were advised to carefully read the instructions before casting their votes, The Scrutinizer after scrutiny of all Postal Ballot e-voting received within the scheduled time has submitted his report on 22nd February, 2021,



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Based on the Consolidated Scrutinizer Report dated 22nd February, 2021, the results of the Postal E-voting are as under:

Sr. of No.	Particulars of Resolutions	No. of Total votes Polled	No. of Votes in favour	% of Votes in favour	No. of Votes against	% of Votes in against	No. of invalid/ Abstained Polled
1	Increase in Authorised Share Capital and consequent amendment to Memorandum of Association	1851125	1851125	100%	Nil	Nil	3171875
2	Issuance of Bonus Shares	1851125	1851125	100%	Nil	Nil	3171875
3	Migration of Company's listed equity shares from BSE SME Segment to Main Board of BSE Limited	244000	244000	100%	Nil	Nil	1124000

On the basis of Scrutinizer's report, Mr. Sanjay Jashbhai Patel, Managing Director declared the result of e-voting on 22nd February, 2021 at around 12:00 pm. The resolutions as mentioned in the Postal Ballot Notice dated 19th January, 2021, was duly passed with requisite majority on 20th February, 2021. The certified true copy of the resolution passed is attached.

For and on behalf of Board of Directors of Tembo Global Industries Limited

Mr. Sanjay Jashbhai Patel
Managing Director



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CERTIFIED COPY OF RESOLUTION PASSED THROUGH POSTAL BALLOT OF M/S TEMBO GLOBAL INDUSTRIES LIMITED ON SATURDAY, 20TH FEBRUARY, 2021 THROUGH E-VOTING AND THE REGISTERED ADDRESS OF THE COMPANY D-146/147, MIDC TTC INDL, ESTATE OPP, BALMER LAWRIE, VANLEER TURBHE, NAVI MUMBAI, THANE, MAHARASHTRA, INDIA, 400703

1. Increase in Authorised Share Capital and consequent alteration to the Capital

Clause of the Memorandum of Association

“RESOLVED THAT, pursuant to the provisions of Section 13, Section 61, Section 64(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with **Companies (Share Capital and Debentures) Rules, 2014** (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI LODR, the consent of the members be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 55,000,000 /- (Rupees Fifty Five Lakh only) consisting of 5500,000 (Fifty Five Lakh) Equity Shares of Rs 10. /- (Rupees Ten) each and the paid up share capital of the Company is Rs. 50,230,000 /- (Rupees Five crore Two Lakh Thrity Thousand only) consisting of 50, 23,000 (Fifty Lakh Twenty Three Thousand) Equity Shares of Rs 10. /- (Rupees Ten only). The Company proposes to increase its authorized share capital to Rs. 11,00,00,000/- (Rupees Eleven crore only) consisting of 110,00,000 (One Crore Ten Lakh) Equity Shares of Rs10./- (Rupees Ten only) to facilitate any fund raising in future via further issue of equity shares of the company, and the Clause 5 (a) of the Memorandum of Association of the Company be altered accordingly

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V (a) thereof by the following new Clause V (a) as under:

V. (a) The Authorised Share Capital of the Company shall be Rs. 11,00,00,000/- (Rupees Eleven crore only) divided into 110,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10./- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT Mr. Sanjay Jashbhai Patel, Managing director of the company be and is hereby authorized to make necessary compliance with Registrar of Companies, NSE Listing agreement and to do such other acts and deeds as may be necessary for giving effect to this resolution.”

2. Bonus Issue

RESOLVED THAT pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013(the “Act”) read with rule 14 of the Companies (Share Capital



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and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company articles of association, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (the Board), which term shall include any person and/or Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), for capitalization of a sum of not exceeding Rs. 5,02,30,000/- (Rupees Five Crore Two Lakh Thirty Thousand Only) from and out of the securities premium account of the Company, as may be considered appropriate by the Board for the purpose of issuance of Bonus equity shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up shares to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten only) each, whose names appear in the Register of Members on a „Record Date“ as may be determined by the Board in this regard, in the proportion of 1 (one) fully paid-up equity share for every 1 (one) existing fully paid-up equity share held by them.”

“RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT in case of member(s) who hold shares in dematerialized form the bonus equity shares shall be credited to their respective beneficiary account(s) of the member(s), with their respective Depository Participant(s) within such time as prescribed by law and the relevant authorities.”



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“RESOLVED FURTHER THAT the issue and allotment of Bonus equity shares to Non-Resident Member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Investor(s) be and subject to approval of RBI or any other regulatory authority as may be necessary.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

3. Migration of Listing/Trading of Equity Shares of the Company from SME Segment to the Main Board of NSE

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members be and is hereby accorded for purpose of migration of the Company’s present listing from NSE SME (EMERGE) Segment of National Stock Exchange to Main Board of National Stock Exchange.”

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from NSE



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SME (EMERGE) Segment of National Stock Exchange to Main Board of National Stock Exchange.

RESOLVED FURTHER THAT Mr. Sanjay Jashbhai Patel Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

For TEMBO GLOBAL INDUSTRIES LIMITED.



Mr. Sanjay Jashbhai Patel

DIN: 01958033.

Place: Navi Mumbai, Thane