



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

CERTIFIED TRUE COPY OF MINUTES OF THE SHAREHOLDERS OF TEMBO GLOBAL INDUSTRIES LIMITED AT THEIR 13th ANNUAL GENERAL MEETING HELD ON FRIDAY, 22ND DECEMBER, 2023 AT “HOTEL YOGI METROPOLITAN, PLOT NO.4, SECTOR 24, OPP. SANPADA RLY STN, SANPADA, NAVI MUMBAI 400 706 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 AT 4.00 PM.

Member present

- MR. SANJAY JASHBHAI PATEL Chairman • Managing Director • Shareholder
- MRS. SMITA SANJAY PATEL • Shareholder
- MS. FATEMA SHABBIR KACHWALA • Director • Shareholder
- MR. SHABBIR HUSENI MERCHANT • Director
- OTHERS

Management personel present

- MR. JEHAN DARAYUS VARIAVA • Independent Director
- MR. JASBIR SINGH JASWANT SINGH ANAND • Independent Director
- MS. SALONI SANJAY PATEL • Chief Financial Officer
- MS. TASNEEM HUSAIN MARFATIA • Compliance Officer

Invitees present

- MR. HUSAIN MERCHANT
- MR. RASHMIKANT KUVADIA • STATUTORY AUDITOR
- MR. GUARANG SHAH • SECRETARIAL AUDITOR AND SCRUTINIZER

Chairman and Managing Director of the company Mr. SANJAY JASHBHAI PATEL was unanimously elected by the members as chairman.

The Chairman of the Meeting welcomed the Shareholders and invitees to the meeting.

1. Confirmation of Quorum

After ascertaining that the requisite shareholders were present to form quorum, Company Secretary with the consent of Chairman declared that the meeting is open. Company Secretary welcomed all the directors, invitees and Auditors to the 13th Annual General meeting of TEMBO GLOBAL INDUSTRIES LIMITED. The Company Secretary with the consent of the members conveyed the notice and agenda calling 13th Annual General Meeting and the same was taken on read.



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2. Ms. Sneha Sharma meeting coordinator introduces the Directors and invitees to the shareholder present in the meeting.
She invited the speakers to address the shareholders the company prospects and vision
 - a. Mr. Sanjay Jashbhai Patel – Managing Director
 - b. Mr. Shalin Sanjay Patel – Executive Director
 - c. Mr. Vijesh Jain – Finance consultant
 - d. Tasneem Husain Marfatia – Company Secretary
3. **The Company secretary then transacted business of the 13th Annual General Meeting as per the agenda laid before the meeting on the following items.**

ORDINARY BUSINESS:

1. After discussion on Standalone Audited Financial Statements and Consolidated Audited Financial Statements, Auditors Report and Board of Directors report for the financial year ended on 31st march 2022 the following resolution was passed.

RESOLVED THAT the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the year 2022-23 together with the Auditors Report and Board of Directors Reports of the Company for the year 2022-23 as presented to the meeting be and hereby, approved and adopted.

2. After discussion and consideration of re-appointment of , Mr. Shalin Sanjay Patel (holding DIN : 08579598), who retires by rotation in terms of Section 152(6) of the companies Act,2013 and being eligible offers himself for re- appointment the following regulation is passed.

“RESOLVED THAT Mr. Shalin Sanjay Patel (holding DIN : 08579598), who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company.”

APPOINTMENT OF AUDITOR

3. After discussion, consideration the shareholder approve the resolution for rectification of appointment of R. A. Kuvadiah & Co., Chartered Accountant, bearing ICAI Firm Registration No. 105487W as Statutory Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:



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“RESOLVED THAT the member hereby consent for the rectification of appointment of R. A. Kuvadia & Co., Chartered Accountant, bearing ICAI Firm Registration No. 105487W for the financial year 2023-24 in 13th Annual General Meeting who was originally appointed at the 12th Annual General Meeting as Statutory Auditors of the Company for a term of Five years, to hold office till the conclusion of the 17th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company

REAPPOINTMENT OF INTERNAL AUDITOR

4. After discussion, consideration the shareholder approve the resolution for appointment of MDSA & Associates (FRN 156810W), Chartered Accountant, Internal Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT MDSA & Associates (FRN 156810W), Chartered Accountant, be and are hereby re- appointment at the 13th Annual General Meeting as Internal Auditors of the Company, to hold office till the conclusion of the 14th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.”

REAPPOINTMENT OF SECRETARIAL AUDITOR

5. After discussion and consideration of re-appointment of CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953 as Secretarial Auditors of the Company and in this regard, the following resolution is passed

“RESOLVED THAT CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953, be and are hereby re-appointment at the 13th Annual General Meeting as Secretarial Auditors of the Company, to hold office till the conclusion of the 14th Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.”

DIVIDEND

6. After discussion and consideration the shareholder approve and declared the dividend recommended by the Board for the Financial Year 2022-23

“RESOLVED THAT a final dividend of Re 1.5/- per equity share on the paid up equity share capital of the company as recommended by the Board be and is hereby declared.”



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REPORTS:

7. After discussion and consideration IFCR report and Secretarial audit report from auditors were read and adopted the report through following resolution.

RESOLVED THAT the IFCR report and secretarial audit report of the company for the year ended 31st March, 2023 as presented to the meeting be and hereby, approved and adopted.”

8. After discussion and consideration of increase in the borrowing powers of the Board under Section 180 (1) (c) upto Rs. 225.00 crore, the shareholder passed the following resolution as a Special Resolution:

—RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the Company’s bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding in the aggregate Rs. 225,00,00,000/- [Rupees Two Hundred Twenty Five Cores Only] notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.¶

9. After discussion and consideration of increase in the borrowing powers of the Board under Section 180 (1) (a) upto Rs. 225.00 crore, the shareholder passed the following resolution as a Special Resolution:

—RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the



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Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as _the Board_) for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in one or more Branches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favor of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/ memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 225,00,00,000/- [Rupees Two Hundred Twenty Five Cores Only] for company at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/ charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.¶

10. After discussion and consideration of Resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary), the shareholder passed the following resolution as a Special Resolution:

—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,



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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 (including any ordinance or statutory modification or re- enactment thereof, for the time being in force) to the extent of the following limits:

Investment in Overseas Subsidiary and Joint Venture of the company and Loans to Overseas Subsidiaries and Joint Venture of the company, other Bodies Corporate or Persons upto USD 250,000/- (US Dollar Two Lakh Fifty Thousand only).

- To Invest the Funds Of The Company:

The Chairperson informed that the company may invests its surplus funds time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. The approval of the Shareholder is hereby accorded to Board in accordance with section 179(3) (e) of Companies Act, 2013.

—RESOLVED THAT pursuant to the provisions of section 179 (3) (e) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the consent of the Shareholder be and is hereby accorded to Board for investment of surplus funds upto Rs. 7,00,00,000/- (Rupees Seven Crore Only) at any time during the financial year 2022-23.¶

—RESOLVED FURTHER THAT Mr. Sanjay Jashbhai Patel (DIN: 01958033) Managing Directors of the Company be and is hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.¶

11. After discussion and consideration of increase in remuneration of Mr. Sanjay Jashbhai Patel Din (01958033) being Managing director of the company, the shareholder passed the following resolution as a Special Resolution.

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjay Jashbhai Patel Din (01958033) Managing Director of the



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Company, on the terms and conditions including remuneration as mentioned below:

- 1 Basic Salary: Rs.1,000,000/- per month w.e.f. April 01, 2023
- 3 Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
- 4 Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- 5 Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.
- 6 Medi claim Insurance Policy, premium and personal accidents not to exceed Rs. 1,00,000/- per annum
- 8 Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Sanjay Jashbhai Patel, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to her shall not exceed Rs. 130,00,000 (Rupees One Crore Thirty Lakhs Only) per year with effect from 01st April, 2023, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on November 29, 2023 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Sanjay Jashbhai Patel, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution



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FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

12. After discussion and consideration of regularizing the appointment of Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466), as “Executive Director” with effect from December, 2023, the shareholder passed the following resolution as a Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members be accorded for the regularizing the appointment as “Executive Director” with effect from December, 2023, of Mr. Kaushik Maheshbhai Waghela (holding DIN : 08242466), appointed as “Additional Non Executive Director” on the Board by the Board at its Meeting held on 13th March, 2023, for the period commencing from December, 2023 as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

13. After discussion and consideration of regularizing the appointment of Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896), as “Executive Director” with effect from December, 2023, the shareholder passed the following resolution as a Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions, as may be



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required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members be accorded for the regularizing the appointment as “Executive Director” with effect from December, 2023, to Mr. Raman Neresh Kumar Talwar (holding DIN : 07052896), appointed as “Additional Non Executive Director” on the Board by the Board at its Meeting held on 13th March, 2023, for the period commencing from December, 2023 as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

14. After discussion and consideration of regularizing the appointment of Mr. Shabbir Huseni Merchant (holding DIN: 01004618), as “Non Executive Director” with effect from December, 2023, the shareholder passed the following resolution as a Ordinary Resolution

—RESOLVED THAT Mr. Shabbir Huseni Merchant (holding DIN: 01004618) who was appointed as an Additional Non- Executive Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, along with deposit of Rs. 1,00,000/- which is refundable on confirmation of the appointment and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Shabbir Huseni Merchant (holding DIN: 01004618), as a Director of the Company, designated as Non- Executive Director & Purchase Manager, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Shabbir Huseni Merchant.

15. After discussion and consideration of regularizing the appointment of Mrs. Smita Sanjay Patel (holding DIN: 00348305), as “Non Executive Director” with effect from



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December, 2023, the shareholder passed the following resolution as a Ordinary Resolution

—RESOLVED THAT Mrs. Smita Sanjay Patel (holding DIN: 00348305) who was appointed as an Additional Non- Executive Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, along with deposit of Rs. 1,00,000/- which is refundable on confirmation of the appointment and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mrs. Smita Sanjay Patel (holding DIN: 00348305), as a Director of the Company, designated as Non- Executive Director & Purchase Manager, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mrs. Smita Sanjay Patel.

16. After discussion and consideration of regularization of additional director, Mr. Karan Shinde by appointing him as Independent Director of the company with effect from December, 2023, the shareholder passed the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Karan Shinde (DIN: 10065699) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. March 13, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent



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Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December, 2023 till December 30, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and ais hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

17. After discussion and consideration of regularization of Additional Director, Mr. Prakash Sanjay Karpe by appointing him as Independent Director of the company with effect from December, 2023, the shareholder passed the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Prakash Sanjay Karpe (DIN: 10236412) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. March 13, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December, 2023 till December 30, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and ais hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

18. After discussion and consideration of increase the overall managerial remuneration of the Directors of the company, the shareholder passed the following resolution as a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under



TEMBO GLOBAL INDUSTRIES LIMITED

[FORMERLY KNOWN AS - SAKETH EXIM LTD.]

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CIN - L29253MH2010PLC204331 Email: info@sakethexim.com / info@tembousa.us Web: www.sakethexim.com / www.tembousa.us

(including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 5,64,00,000 (Rupees Five Crore and Sixty Four Lakhs Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

19. After discussion and consideration of reclassification of individuals belonging to Promoters and Promoter Group of the company as Public Shareholders of the company, the shareholder passed the following resolution as a Special Resolution

“RESOLVED THAT pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, and subject to approval from National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of the members of the company be and is hereby given to reclassify the following person from “Promoter Category” to Public Category” since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid person has entered into any Shareholders Agreement with the



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Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Sr No	Name of the Entity/Company/individual	No. of Equity Shares Held	% of the total Equity Capital
1	TARUNA PIYUSH PATEL	1038750	9.35%
2	PIYUSH JASHBHAI PATEL	568750	5.12%
3	RUSHIL PIYUSH PATEL	-	-
4	PRIYANKA PIYUSH PATEL	-	-

“RESOLVED FURTHER THAT it is hereby confirmed that

- the aforesaid individual in the group do hold more than 10% of the paid-up Capital of the Company.
- the shareholding of the aforesaid Promoter / Promoter Group is only upto 14.47% of the equity share capital of the Company.
- the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company.
- No director of the above said person has been or would be appointed as key managerial personnel of the Company.
- No special right was even held and would not be ever held by the above reclassified above said person / entity/Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” to “Public”, shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT upon receipt of requisite approvals, the Company shall effect such reclassification in the Shareholding Pattern of the Company from immediate succeeding “quarter” as per Regulation 31 of Listing Regulations and in all other records of the Company and shall make such applications, intimations, disclosure and/or filings as may be relevant or



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necessary from such date, as may be appropriate.

RESOLVE FURTHER THAT Mr. Sanjay Jashbhai Patel (Name of Chairman & Managing Director), Chairman & Managing Director of the Company be and are hereby severally authorized to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company.”

For TEMBO GLOBAL INDUSTRIES LIMITED

(SANJAY JASHBHAI PATEL)

Managing Director

DIN- [01958033](#)

Place: Navi Mumbai

Date: 22nd December, 2023