



Date: December 26, 2025

To,
The Listing Operations,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Symbol: TEMBO

Dear Sir/Madam,

Sub: Outcome of Board Meeting Held on December 26, 2025

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations, 2015"), we wish to inform you that the Board of Directors of Tembo Global Industries Limited ("the Company") at their meeting held today i.e., December 26, 2025 has inter-alia transacted the following businesses:

1. Increase the Borrowing Powers Under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013;
2. Approved making investment(s) and/or providing loan(s) and give guarantee (s) in excess of the limits prescribed under section 186 & section 185 of the Companies Act, 2013;
3. Approved material Related Party Transaction(s) between the Company and its subsidiaries, associates and group companies;
4. Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved the appointment of Mr. Piyush Jashbhai Patel (DIN: 01958072) as Additional Director Non-Executive Director Non-Independent of the Company with effect from December 26, 2025 subject to regularization of the Shareholders at the ensuing Member's meeting in terms of the applicable provisions of the Companies Act, 2013. The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, are enclosed as "Annexure-A"

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5. Approved Alteration of Object Clause in the Memorandum of Association ("MOA") of the Company subject to approval of shareholders of the Company

The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, are enclosed as **"Annexure-B"**

6. Based on the recommendations and report of Audit Committee and the Committee of Independent Directors, the Board of Directors of Tembo Global Industries Limited ("Tembo Industries" / "the Company") at its Meeting held on today, has considered and approved Scheme of Amalgamation between Tembo Global Infra Limited and the Company pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Scheme").

The Scheme is subject to receipt of requisite statutory and regulatory approvals including the approvals of the National Company Law Tribunal/other regulatory authority and the respective Shareholders and Creditors of each of the companies involved in the Scheme.

The Scheme shall be filed with the Stock Exchanges in terms of provisions of Regulation 37(1) of SEBI (LODR) Regulation, 2015 as amended from time to time, in due course.

We enclose herewith as **"Annexure C"** the details required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 for the above-mentioned Scheme.

7. Ratified the appointment of M/s KKCA Valuers LLP (IBBI registration no. IBBI/RV-E/07/2023/185) as the valuer for the proposed Merger;
8. Discussed the proposal of Issue of Non-convertible Debenture (NCD);
9. Noted resignation of Mr. Firdose Vandrevale as Non-Executive Director of the Company with effect from December 20, 2025;
10. Approved Notice for Extraordinary General Meeting (EOGM) along with the venue, day, date and time of the Meeting;
11. Approved cut-off date to determine the entitlement of voting rights of members for e-voting and to fix the commencement and closing date for e-voting;

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12. Approved date of closure of the Share Transfer Books and Register of Members;
13. The Board considered and approved the appointment of M/s. D. M. Zaveri & Co, Company Secretaries (FCS No: 5418), as the Scrutinizer for scrutinizing the ballot voting in a fair and transparent manner for the forthcoming Extraordinary General Meeting (EOGM).

The Board Meeting commenced at 03.00 P.M. and concluded at 06:15 P.M.

We request you to take the above information on record, oblige and treat the same as compliance under the applicable provision(s) of the SEBI Listing Regulations.

Thanking you,

Yours Faithfully

For Tembo Global Industries Limited

Sanjay Jashbhai Patel

Managing Director

DIN- 01958033

Registered Office: -Plot No- PAPD- 146/147, TTC MIDC, Turbhe, Navi Mumbai – 400705

Tembo Global Industries Ltd.

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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, Tungreshwar Industrial complex, Sativali Village, Vasai (East), Dist.Paighar- 401208.

“Annexure A”

APPOINTMENT OF MR. PIYUSH JASHBHAI PATEL (DIN: 01958072) TO ACT AS A ADDITIONAL NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.

Sr. no	Name of Director	Mr. Piyush Jashbhai Patel (DIN: 01958072)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Piyush Jashbhai Patel (DIN: 01958072) is as an Additional Non-Executive Director Non-Independent
2.	Date of appointment/cessation—(as applicable) & terms of appointment	With effect from December 26, 2025
3.	Terms of Appointment	No term Defined, liable to retire by rotation.
4.	Brief Profile (in case of appointment)	Seasoned business leader with over 40 years of experience in marketing, trading, and project administration, renowned for entrepreneurial vision and strategic leadership in domestic and international trade. As Founder and Director of Tembo Exim Pvt. Ltd., successfully scaled the export-oriented enterprise by defining its strategic direction, leading marketing and trading operations, overseeing project administration and execution, and building robust supplier, client, and partner networks for sustainable growth. Core expertise includes strategic leadership, business development, trade operations, and planning.
5.	Disclosure of relationships between directors (in case of appointment)	Brother of Mr. Sanjay Jashbhai Patel, Managing Director of the Company

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6.	Information as required pursuant to BSE Circular ref. no. LIST/COMP/14/ 2018- 19 and NSE ref. no. NSE/CML/2018/24, dated June 20, 2018	He is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority.
7.	Letter of resignation along with detailed reason for resignation	Not Applicable
8.	Names of listed entities in which the resigning Independent Director holds directorships, indicating the category of directorship and membership of board committees, if any.	Not Applicable
9.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Not Applicable

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“Annexure B”

AMENDMENT TO THE MOA

Details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to the Memorandum of Association (“MOA”) of the Company subject to the approval of members in the ensuing Extraordinary General Meeting.

S. No.	Reason for Changes
1.	<p>Amendment in the MOA:</p> <p>The Board has approved the alteration of the Object Clause of the Memorandum of Association by the addition of the following new Clause by number 11 the following new clause, subject to the approval of the members at the ensuing Extraordinary General Meeting:</p> <p>“11. To give guarantees, provide surety, indemnity, security or counter-guarantee of every description, whether personal or corporate, and whether secured or unsecured, to or for the benefit of any bank, financial institution, non-banking financial company, body corporate, government authority or any other person, in connection with loans, credit facilities, debentures, bonds, letters of credit, bank guarantees, performance guarantees, bid bonds or other financial or contractual obligations, whether of the Company or of its subsidiary, associate, joint venture, group company or special purpose vehicle, and to secure the same by mortgage, charge, hypothecation, pledge or otherwise of all or any part of the Company’s movable or immovable properties, present and future, as may be considered necessary or expedient for the business of the Company.”</p>

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“Annexure B”

Disclosure of information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Sr. No	Particulars	Remarks		
1	Name of the entity(ies) forming part of the Scheme, details in brief such as, size, turnover etc.	Particulars	Net Worth as on September 30, 2025 (Rs. In Lakhs)	Total Revenue from operations as on September 30, 2025 (Rs. In Lakhs)
		Tembo Global Industries Limited (‘Tembo Industries’ or ‘Transferee Company’)	23247.19	45448.21
		Tembo Global Infra Limited (‘Tembo Infra’ or ‘Transferor Company’)	195.03	750.50
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at arms-length	The current transaction would fall within the provisions of related party transaction as per Listing Regulations. Tembo Global Industries Limited/ the Transferee Company holds 27% shareholding in Tembo Global Infra Limited/ the Transferor Company. Fatima Shabbir Kachwala, Shabbir Huseni Merchant, Sanjay Jashbhai Patel, Smita Patel, Shalin Sanjay Patel, Saloni Sanjay Patel, being part of the promoter and the promoter group of the Company, are also having holding in Tembo Global Infra Limited/ the Transferor Company. This transaction between Tembo Global Industries Limited & Tembo Global Infra Limited is done at arms-length.		
3	Area of business of the entity(ies) involved; / Industry to which the entities belong	<ul style="list-style-type: none"> • Tembo Global Infra Limited is engaged into manufacturing of ERW pipes, EPC Business • Tembo Global Industries Limited has a varied product portfolio and a wide scope including jobbing, machining, manufacturing and fabrication of various engineering goods, steel products, nuts, bolts, various types of clamps, saddle hose clamps, various types of hangers, various types of Bolts etc. Further our product portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares. These products are used in the applications for Firefighting, Plumbing, HVAC, Mechanical and Electrical Installations. 		

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4	Rationale for amalgamation/ merger /the Scheme	<p>The Transferor Company and the Transferee Company are ultimately owned and controlled by same Promoter and Promoter Group. The proposed amalgamation of Transferor Company with the Transferee Company would result in the following benefits:</p> <ul style="list-style-type: none"> (a) Economies of scale, greater integration, greater flexibility, most effective network and greater market reach for the amalgamated entity will improve the competitive position of the combined entity; (b) Providing an opportunity to leverage combined assets, capabilities, experience, expertise of both companies enabling optimum utilization of existing resources; (c) Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create a stronger base for future growth, enhance future business potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to the future growth and maximizing shareholder's value; (d) Synergies arising out of consolidation of resources which will lead to efficiency in operations and other functions related to the businesses of the Companies; (e) Achieve simplified corporate structure, by way of reducing the number of entities in the group; (f) Elimination of duplication of administrative expenses and enabling cost savings; (g) Carrying on and conducting the business more efficiently and advantageously, ensuring more productive and optimum utilization of various resources. (h) Elimination of potential conflicts of interest and alignment of business objectives by consolidating group operations under a single listed entity, thereby enhancing transparency and focus in
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		<p>decision-making.</p> <p>(i) Enhancement of scale, net worth and overall financial strength of the Transferee Company, resulting in improved balance sheet metrics, credit profile and long-term sustainability of the combined entity.</p> <p>(j) Creation of long-term value for public shareholders of the Transferee Company through operational efficiencies, improved financial performance, simplified governance structure and enhanced strategic flexibility.</p> <p>(k) Establishment of a simplified and robust regulatory and governance framework by reducing the number of group entities, leading to better compliance, reporting efficiency and corporate governance practices.</p>
5	In case of cash consideration – amount or otherwise share exchange ratio;	<p>No cash consideration.</p> <p>24.6768 (Twenty-Four And Six Thousand, Seven Hundred Sixty-Eight Ten-Thousandths) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each credited as fully paid-up of the Transferee Company for every 01 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten Only) each of the Transferor Company ("Share Exchange Ratio").</p>
6	Brief details of change in shareholding pattern (if any) of listed entity.	<p>Upon the Scheme becoming effective, Tembo Global Industries Limited will issue equity shares (in the share exchange ratio as mentioned in point above) to the shareholders of Tembo Global Infra Limited as on the record date.</p>

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