



# GMS & CO.

## Practicing Company Secretaries

Office: 302/ A-Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane-401101.

### Report of Scrutinizer on Poll

To,  
Chairman  
TEMBO GLOBAL INDUSTRIES LIMITED  
Navi- Mumbai.

SCRUTINIZER REPORT PURSUANT TO SECTION 108 OF THE COMPANIES ACT 2013 READ WITH RULE 20 OF THE COMPANIES ( MANAGEMENT AND ADMINISTRATION) RULES, 2014 CONCERNING VOTING DONE AT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF TEMBO GLOBAL INDUSTRIES LIMITED HELD ON WEDNESDAY 30<sup>TH</sup> DECEMBER 2020.

Dear Sir,

I, Gaurang Shah, Practicing Company Secretary, being appointed as scrutinizer by the Board of Directors of the Company to conduct poll process under the provisions of Companies Act, 2013 in relation to the items transacted at the 10<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> December, 2020.

A. On the basis of the votes exercised by the 20 (Twenty) shareholders of TEMBO GLOBAL INDUSTRIES LIMITED through poll. As requested by the management, I am now submitting herewith the combined report on results of poll.

For GMS & Co.,

*Gaurang M. Shah*  
Mr. Gaurang Shah



Date: 31/12/2020

Place: Mumbai

(Practicing Company Secretary)

Membership No: 32581, COP No: 11953

**UDIN:A032581B001785827**



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### Tembo Global Industries Limited

(CIN NO: L29253MH2010PLC204331)

### POLL RESULT

|                       | Consolidated Result of voting though Poll as on 30 <sup>th</sup> December, 2020 of<br>TEMBO GLOBAL INDUSTRIES LIMITED<br>(CIN NO: L29253MH2010PLC204331)                       |                        |                               |                    |                          |                    |                 |                           |                    |                 |                       |                    |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------|--------------------|--------------------------|--------------------|-----------------|---------------------------|--------------------|-----------------|-----------------------|--------------------|
| Resol<br>ution<br>No. | Heading of the resolution                                                                                                                                                      | Types of<br>resolution | Category                      | Types of<br>voting | Valid vote               |                    |                 |                           |                    |                 | Invalid vote          |                    |
|                       |                                                                                                                                                                                |                        |                               |                    | Voting in favour(Assent) |                    |                 | Voting in favour(Dissent) |                    |                 |                       |                    |
| 1.                    | To consider and adopt the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date and the Reports of the Auditors thereon. | Ordinary Resolution    |                               |                    | No. Of shares held       | No. of Vote Casted | (%) valid votes | No. of Members voting     | No. of Vote Casted | (%) valid votes | No. of Members voting | No. of Vote Casted |
|                       |                                                                                                                                                                                |                        | Poll                          | 3699000            | 20                       | 100                | 20              | 20                        | 100                | Nil             | Nil                   |                    |
|                       |                                                                                                                                                                                |                        | Promoter and Promoter's Group |                    | 3655000                  | 7                  | 100             | 7                         | 7                  | 100             | Nil                   | Nil                |
|                       |                                                                                                                                                                                |                        | Public institution            |                    | Nil                      | Nil                | Nil             | Nil                       | Nil                | Nil             | Nil                   | Nil                |
|                       |                                                                                                                                                                                |                        | Public Non Institution        |                    | 44000                    | 13                 | 100             | 13                        | 13                 | 100             | Nil                   | Nil                |
|                       |                                                                                                                                                                                |                        | TOTAL                         |                    | 3699000                  | 20                 | 100%            | 20                        | 20                 | 100             | Nil                   | Nil                |
|                       |                                                                                                                                                                                |                        |                               |                    |                          |                    |                 |                           |                    |                 |                       |                    |
| 2.                    | To consider reappointment                                                                                                                                                      | Ordinary               |                               | Poll               | 3699000                  | 20                 | 100%            | 20                        | 20                 | 100             | Nil                   | Nil                |



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|           |                                                                                                                                     |                     |                               |             |                |           |             |           |           |            |            |            |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------|-------------|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|           | of Mrs. Taruna Piyush Patel (holding DIN : 00348453) who retires by rotation and being eligible, offers herself for re-appointment. | Resolution          | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|           |                                                                                                                                     |                     | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|           |                                                                                                                                     |                     | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|           |                                                                                                                                     |                     | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                     |                     |                               |             |                |           |             |           |           |            |            |            |
| <b>3.</b> | To consider ratification of appointment of auditor M/S. R A MARU & ASSOCIATES.                                                      | Ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                     |                     | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|           |                                                                                                                                     |                     | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|           |                                                                                                                                     |                     | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|           |                                                                                                                                     |                     | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                     |                     |                               |             |                |           |             |           |           |            |            |            |
| <b>4.</b> | To consider re-appoint of Jayant & co., (FRN 139504W), Chartered Accountant, Internal Auditor                                       | Ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                     |                     | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|           |                                                                                                                                     |                     | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |



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|    |                                                                                                                                                                                        |                     |                               |             |                |           |             |           |           |            |            |            |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------|-------------|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|    |                                                                                                                                                                                        |                     | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|    |                                                                                                                                                                                        |                     |                               |             |                |           |             |           |           |            |            |            |
| 5. | To consider re-appoint of CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953 as Secretarial Auditors of the Company | Ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|    |                                                                                                                                                                                        |                     | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|    |                                                                                                                                                                                        |                     |                               |             |                |           |             |           |           |            |            |            |
| 6. | To consider and declare dividend on Equity Shares of the Company @ 15% per equity share (`1.50/- per equity share) for the Financial year ended March, 2020.                           | Ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|    |                                                                                                                                                                                        |                     | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|    |                                                                                                                                                                                        |                     | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|    |                                                                                                                                                                                        |                     |                               |             |                |           |             |           |           |            |            |            |
| 7. | To consider and adopt IFCR report and Secretarial audit                                                                                                                                | Ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |



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|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    |                               |             |                |           |             |           |           |            |            |            |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------|-------------|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|           | report from auditors.                                                                                                                                                                                                                                                                                                                                                                                          |                    | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    |                               |             |                |           |             |           |           |            |            |            |
| <b>8.</b> | To consider and, approve with or without modification(s), the resolution under Section 180 (1) (c ) to increase the borrowing power of Board of Directors up a to limit not exceeding in the aggregate Rs. 75,00,00,000/- [Rupees Seventy Five Cores Only] for company alone and Rs.1,75,00,00,000/- [Rupees One Hundred Seventy Five Cores Only] for the Company and its subsidiary companies taken together. | Special Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    |                               |             |                |           |             |           |           |            |            |            |
| <b>9.</b> | To consider and approve with or without modification the resolution                                                                                                                                                                                                                                                                                                                                            | Special Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|           |                                                                                                                                                                                                                                                                                                                                                                                                                |                    | Promoter                      |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |

Contact Number: 09967810333, Email id:16gmsandco@gmail.com



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|            |                                                                                                                                                                                                                                                                                                                                                                    |                    |                               |  |                |           |             |           |           |            |            |            |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------|--|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|            | under Section 180 (1) (a ) for authorization of Board of Directors or any Committee constituted by the Board for creating charge up to a sum not exceeding Rs. 75,00,00,000/- [Rupees Seventy Five Cores Only] for company alone and Rs.1,75,00,00,000/- [Rupees One Hundred Seventy Five Cores Only] for the Company and its subsidiary companies taken together. |                    | and Promoter's Group          |  |                |           |             |           |           |            |            |            |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | Public institution            |  | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | Public Non Institution        |  | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | <b>TOTAL</b>                  |  | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
| <b>10.</b> | To consider and, if thought fit, to pass, with or without modification the resolution under section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary) i.e<br>- loan, guarantee or security proposed to be made through foreign commitment exceeding USD 100000/- in a Financial year even if it is within 400%                     | Special Resolution | <b>Poll</b>                   |  | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | Promoter and Promoter's Group |  | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | Public institution            |  | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|            |                                                                                                                                                                                                                                                                                                                                                                    |                    | Public Non Institution        |  | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |



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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |  |  |  |  |  |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|
| 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 250000 (Two Lakh Fifty Thousand Only) for 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 i.e 31st |  |  |  |  |  |  |  |  |  |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|

Contact Number: 09967810333, Email id:16gmsandco@gmail.com



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|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          |                               |  |                |           |             |           |           |            |            |            |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|-------------------------------|--|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|            | December every year.<br>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 for investment of surplus funds upto Rs. 30,00,00,000/- (Rupees Three Hundred Crore Only) at any time during the financial year 2020-21 |                                          |                               |  |                |           |             |           |           |            |            |            |
|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          | <b>TOTAL</b>                  |  | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
| <b>11.</b> | To consider and, if thought fit, to pass, with or without modification the resolution to recognized and consider Suo- moto waiver of salary by Managing Director Mr. Sanjay Jashbhai Patel                                                                                                                                                                                                                                                                                                                                    | Special business and ordinary Resolution | <b>Poll</b>                   |  | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          | Promoter and Promoter's Group |  | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                          | Public institution            |  | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |

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|     |                                                                                                                                                                                    |                                          |                               |             |                |           |             |           |           |            |            |            |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|-------------------------------|-------------|----------------|-----------|-------------|-----------|-----------|------------|------------|------------|
|     |                                                                                                                                                                                    |                                          | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|     |                                                                                                                                                                                    |                                          | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|     |                                                                                                                                                                                    |                                          |                               |             |                |           |             |           |           |            |            |            |
| 12. | To consider and if thought fit, to pass with or without modification/s the Ordinary Resolution for Appointment of Mr. Shalin Sanjay Patel as an Executive director of the company. | Special business and ordinary Resolution |                               | <b>Poll</b> | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|     |                                                                                                                                                                                    |                                          | Promoter and Promoter's Group |             | 3655000        | 7         | 100         | 7         | 7         | 100        | Nil        | Nil        |
|     |                                                                                                                                                                                    |                                          | Public institution            |             | Nil            | Nil       | Nil         | Nil       | Nil       | Nil        | Nil        | Nil        |
|     |                                                                                                                                                                                    |                                          | Public Non Institution        |             | 44000          | 13        | 100         | 13        | 13        | 100        | Nil        | Nil        |
|     |                                                                                                                                                                                    |                                          | <b>TOTAL</b>                  |             | <b>3699000</b> | <b>20</b> | <b>100%</b> | <b>20</b> | <b>20</b> | <b>100</b> | <b>Nil</b> | <b>Nil</b> |
|     |                                                                                                                                                                                    |                                          |                               |             |                |           |             |           |           |            |            |            |

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 31.12.2020

UDIN:- A032581B001785827

Contact Number: 09967810333, Email id:16gmsandco@gmail.com