



THIRD CORRIGENDUM TO THE EXTRA ORDINARY GENERAL MEETING

An Extra Ordinary General Meeting (“EGM”) of the Shareholders of the Company of Tembo Global Industries Limited (“Company”) was held on Tuesday, October 01, 2024, at 01:00 PM (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) for seeking approval of members of the Company on the resolution mentioned in the notice of EGM by way of special resolution. The Notice of the EGM (EGM Notice) dated September 9, 2024 alongwith the Corrigendum Dated September 23, 2024 (First Corrigendum) and Second corrigendum dated September 26, 2024 was dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. The resolution as per the said EGM Notice was transacted and approved by the shareholders with requisite majority. The proceedings of the EGM and voting results along with the Scrutinizer’s Report were submitted to the Stock exchanges where the securities of the Company are listed on October 1, 2024 and are also available on the website of the Company.

Now, the Company through this corrigendum (“Third Corrigendum”) wishes to bring to the attention of the Shareholders, following clarification/additional information as per the queries raised by National Stock exchange of India Limited (NSE).

1. The relevant date for determining the Minimum Issue Price of Warrants, wherever appearing in the EGM Notice shall be read as Friday, August 30, 2024 instead of Sunday, September 1, 2024. Further, members are requested to take note that there is no change in the said issue price which was already mentioned in the explanatory statement in the EGM notice dated September 09, 2024
2. **In Point 4 of Item No. 1 & Item No. 2 (Basis on which the price has been arrived at and justification for the price (including premium, if any) of Item 1 & Item NO. 2 shall be read as under:**

The Equity Shares of Company are listed on National Stock Exchange of India Limited (“NSE”) and are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 279.81/- (Rupees Two Hundred and Seventy-Nine Eighty One Paise Only) per Equity Share, being higher of the following:

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- a. the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. Rs. 243.17/-;
- b. the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. Rs. 279.81/-;

As a good corporate governance practice, the company has voluntarily obtained valuation report dated September 9, 2024 issued by Mr. Binal B. Darji, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/02/2021/14321, Registered Valuer and the price of the equity shares as determined on basis of the valuation report of the registered valuer comes to Rs. 280.08/-.(Rupees Two Hundred and Eighty and Eight Paise Only)

Further a certificate has been obtained from M/s. Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Further, this preferential issue will not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from registered valuer.

3. The revised Point 6 of Item 1 shall be read as under:

Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the directors or promoters, Key Management Personnel or Senior management intend to subscribe to the preferential issue.

4. The Annexure 'A''' shall be read as under:

sr no	Name of the Investors/proposed allottees	Promoter (P)/ Non Promoter (NP)	Pre share-holding %	NO of shares (up to)	Issue Price	Outcome of the subscription / Investment amount (INR) (Approx.)	Post share-holding	post %*	
						@issue Price of Rs. 285/-			
1	Expertpro Realty Private Limited	NP	-	-	250,000	285	71,250,000	250,000	1.53

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2	NVS Corporate Consultancy Services Pvt. Ltd	NP	-	-	74,500	285	21,232,500	74,500	0.46
3	Growfast Securities & Credit Private Limited	NP	-	-	45,000	285	12,825,000	45,000	0.28
4	Wow Investments	NP	-	-	36,000	285	10,260,000	36,000	0.22
5	Hemant Kothari	NP	-	-	35,000	285	9,975,000	35,000	0.21
6	Nisha Kothari	NP	-	-	35,000	285	9,975,000	35,000	0.21
7	Priti Kothari	NP	-	-	35,000	285	9,975,000	35,000	0.21
8	Sanjay Kothari	NP	-	-	35,000	285	9,975,000	35,000	0.21
9	Vineet Gupta	NP	-	-	32,500	285	9,262,500	32,500	0.20
10	Vikas Agarwal	NP	-	-	32,500	285	9,262,500	32,500	0.20
11	Tattvam AIF Trust	NP	-	-	32,500	285	9,262,500	32,500	0.20
12	Pushkar Mal Gupta	NP	-	-	32,500	285	9,262,500	32,500	0.20
13	Greek Venture Corporation	NP	-	-	29,250	285	8,336,250	29,250	0.18
14	Badami Investments	NP	-	-	28,000	285	7,980,000	28,000	0.17
15	Arshdeep singh	NP	-	-	26,000	285	7,410,000	26,000	0.16
16	Wealthologists Pvt. Ltd	NP	-	-	26,000	285	7,410,000	26,000	0.16
17	Sunil Sponge & Power Pvt. Ltd.	NP	-	-	26,000	285	7,410,000	26,000	0.16
18	Shri Bajrang Commodity	NP	-	-	25,000	285	7,125,000	25,000	0.15
19	Rajat Arora	NP	-	-	24,500	285	6,982,500	24,500	0.15
20	Surinder Kaur	NP	-	-	24,500	285	6,982,500	24,500	0.15
21	Ruhina Sharma	NP	-	-	24,500	285	6,982,500	24,500	0.15
22	Sveltetech Technologies Private Limited	NP	-	-	24,500	285	6,982,500	24,500	0.15
23	Bhaijee Portfolio Private Limited	NP	-	-	24,500	285	6,982,500	24,500	0.15
24	Sunil Kumar Gupta	NP	-	-	24,500	285	6,982,500	24,500	0.15

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25	Raj Paul Narag	NP	-	-	24,500	285	6,982,500	24,500	0.15
26	Vikash Gupta	NP	-	-	24,500	285	6,982,500	24,500	0.15
27	SKG Asset Management Private Limited	NP	-	-	24,500	285	6,982,500	24,500	0.15
28	Kapil Gupta	NP	-	-	24,500	285	6,982,500	24,500	0.15
29	Rajat Goel	NP	-	-	24,500	285	6,982,500	24,500	0.15
30	Amit Jain	NP	-	-	22,750	285	6,483,750	22,750	0.14
31	Zeta Global Funds (OEIC) PCC Limited -ZETA Series B Fund PC	NP	-	-	21,000	285	5,985,000	21,000	0.13
32	Dipak Periwal	NP	-	-	20,000	285	5,700,000	20,000	0.12
33	Saurav Raidani	NP	-	-	19,000	285	5,415,000	19,000	0.12
34	Dipak Raheja	NP	-	-	19,000	285	5,415,000	19,000	0.12
35	Girishkumar Amtrulal Bhandari	NP	-	-	18,000	285	5,130,000	18,000	0.11
36	Aarson Investments	NP	-	-	18,000	285	5,130,000	18,000	0.11
37	Vijay Shrikishan Kabra	NP	-	-	16,250	285	4,631,250	16,250	0.10
38	Shubham Bansal	NP	-	-	16,250	285	4,631,250	16,250	0.10
39	Kusum Goel	NP	-	-	16,250	285	4,631,250	16,250	0.10
40	Shrinnox Industries	NP	-	-	16,000	285	4,560,000	16,000	0.10
41	Abhay D Shah	NP	-	-	15,500	285	4,417,500	15,500	0.10
42	Mahesh U Jain	NP	-	-	15,500	285	4,417,500	15,500	0.10
43	Nandan P Ganatra	NP	-	-	15,500	285	4,417,500	15,500	0.10
44	HBS Enterprises LLP	NP	-	-	15,500	285	4,417,500	15,500	0.10
45	Vijay Kumar Pahwa	NP	-	-	15,500	285	4,417,500	15,500	0.10
46	Devanshi Mihir Shah	NP	-	-	15,000	285	4,275,000	15,000	0.09
47	Rajeev Sukumar Jain	NP	-	-	15,000	285	4,275,000	15,000	0.09

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48	NPRS Financial Services Private Limited	NP	-	-	15,000	285	4,275,000	15,000	0.09
49	Prashanth Jnanendra	NP	-	-	14,040	285	4,001,400	14,040	0.09
50	Amar Kailash Asnani	NP	-	-	13,500	285	3,847,500	13,500	0.08
51	Bond Root Finance Pvt Ltd	NP	-	-	13,000	285	3,705,000	13,000	0.08
52	Easy Investology Private Limited	NP	-	-	13,000	285	3,705,000	13,000	0.08
53	Ranjeet Chunilal Shah	NP	-	-	13,000	285	3,705,000	13,000	0.08
54	Anant Balkrishna Bahirat	NP	-	-	13,000	285	3,705,000	13,000	0.08
55	Rachit Vohra HUF	NP	-	-	13,000	285	3,705,000	13,000	0.08
56	KALAVATI H JAIN	NP	-	-	13,000	285	3,705,000	13,000	0.08
57	Abhay D Musale	NP	-	-	13,000	285	3,705,000	13,000	0.08
58	Sameer Pahlajani	NP	-	-	12,600	285	3,591,000	12,600	0.08
59	Rajeev Jeswani	NP	-	-	12,600	285	3,591,000	12,600	0.08
60	Touchstone Ventures LLP	NP	-	-	12,600	285	3,591,000	12,600	0.08
61	Haria Enterprise	NP	-	-	12,500	285	3,562,500	12,500	0.08
62	Fenkin infraventures Private Limited	NP	-	-	12,500	285	3,562,500	12,500	0.08
63	Alpa Sunil Chheda	NP	-	-	12,500	285	3,562,500	12,500	0.08
64	Kajal Mahindra Shah	NP	-	-	12,500	285	3,562,500	12,500	0.08
65	Navin Chapshi Shah	NP	-	-	12,500	285	3,562,500	12,500	0.08
66	Santosh Panda	NP	-	-	12,500	285	3,562,500	12,500	0.08
67	Aadesh Suresh Jain	NP	-	-	12,500	285	3,562,500	12,500	0.08
68	Mytash Financial Advisors Private Limited	NP	-	-	12,500	285	3,562,500	12,500	0.08
69	Hetal Jigar Gogri	NP	-	-	13,500	285	3,847,500	13,500	0.08
70	Dilip Keshrimal Sanklecha	NP	-	-	12,000	285	3,420,000	12,000	0.07

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71	Ravi Ashok Kothari	NP	-	-	12,000	285	3,420,000	12,000	0.07
72	Ishwari Kamalkishor Dayma	NP	-	-	12,000	285	3,420,000	12,000	0.07
73	Priyanka Datta	NP	-	-	11,000	285	3,135,000	11,000	0.07
74	Ten Eighty Investments	NP	-	-	11,000	285	3,135,000	11,000	0.07
75	Rohan Madhukumar Mota	NP	-	-	11,000	285	3,135,000	11,000	0.07
76	Naren R Karani	NP	-	-	11,000	285	3,135,000	11,000	0.07
77	Vinod K Patil	NP	-	-	10,555	285	3,008,175	10,555	0.06
78	Ananda Ramchandra Shejwal	NP	-	-	10,550	285	3,006,750	10,550	0.06
79	Shilpi Ajit Singh	NP	-	-	10,530	285	3,001,050	10,530	0.06
80	Kshma Jaswant Shah	NP	-	-	10,500	285	2,992,500	10,500	0.06
81	Babita Jayantilal Jain	NP	-	-	10,500	285	2,992,500	10,500	0.06
82	Rohan Vimal Chaudhary	NP	-	-	11,500	285	3,277,500	11,500	0.07
83	Kirshankumar Banwarilal Singhal	NP	-	-	11,500	285	3,277,500	11,500	0.07
84	Chirag B Sheth	np			10,000	285	2,850,000	10,000	0.06
85	Sharad Amritlal Jhaveri	NP	10,000	0.06	11,000	285	3,135,000	21,000	0.13
86	Pradeep sood	NP	-	-	8,775	285	2,500,875	8,775	0.054
87	Abhishek Rathi	NP	-	-	8,750	285	2,493,750	8,750	0.054
88	Phronesis Capital Limited	NP	-	-	8,500	285	2,422,500	8,500	0.052
89	Priyanka Chandrakant Deokate	NP	-	-	8,000	285	2,280,000	8,000	0.049
90	Shantilal Joshi	NP	-	-	8,000	285	2,280,000	8,000	0.049
91	Sagar Jethalal Nishar	NP	-	-	8,000	285	2,280,000	8,000	0.049
92	Hanish Chug	NP	-	-	9,000	285	2,565,000	9,000	0.055
93	Sakshi Kukreja	NP	-	-	9,000	285	2,565,000	9,000	0.055

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94	Mona Monga	NP	-	-	9,000	285	2,565,000	9,000	0.055
95	Mangesh Bhagwat Khairnar	NP	-	-	8,000	285	2,280,000	8,000	0.049
96	Shruti Sodhani	NP	-	-	7,000	285	1,995,000	7,000	0.043
97	Rajesh Kunmar Aggarwal	NP	-	-	6,500	285	1,852,500	6,500	0.040
98	Vinay Jain	NP	-	-	6,250	285	1,781,250	6,250	0.038
99	Deepak Kumar Jain	NP	-	-	6,250	285	1,781,250	6,250	0.038
100	Suresh Patil	NP	-	-	6,150	285	1,752,750	6,150	0.038
101	Gladis Menezes	NP	-	-	6,100	285	1,738,500	6,100	0.037
	TOTAL				2,000,000		570,000,000		

**(1) Assuming all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 1*

(2) all proposed share warrants in accordance with Resolution No. 2 shall be subscribed, and warrants will subsequently be exercised or converted into equity shares.

(3) the 584,400 shares warrants were approved by members on September 13, 2023 shall be exercised or converted into equity shares.

(4) the 18,00,000 shares warrants were approved by members on June 23, 2023 shall be exercised or converted into equity shares

5. The Annexure B shall be read as under

Sr. No.	Name of the Allottee	Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	PAN of the Allottee	Pre-Preferential Holding		No. of - Warrants to be allotted	Post-Preferential Holding		Outcome of subscription
				No. of Shares	% of Holding		No. of Shares	% of Holding	
1	Fatema Shabbir Kachwala	Promoter	AQUPK4999C	26,57,000	23.93	405,000	3354200*	20.58*	115,425,000
2	Sanjay Jashbhai Patel	Promoter	AAJPP2657H	12,51,750	11.27	202,500	1600350*	9.82*	57,712,500
3	Smita Patel	Promoter	AAHPP7398P	638,750	5.75	202,500	841250	5.16	57,712,500

****Assuming conversion of 8,10,000 warrants approved by members in the EOGM held on October 1, 2024 and 584,400 Share warrants into Equity shares which has been approved by members on September 13, 2023 shall be***

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exercised or converted into equity shares.

6. The Annexure 'C' shall be read as under:

Category	Pre-Issue shareholding (as on 30.09.24)		Shareholding Post preferential issue (Conversion of warrants and preferential issue of equity shares/warrants)	
	No of Equity Shares held	% to total share capital	No of Equity Shares *	% to total share capital*
Promoter Group				
Promoter and Promoter Group Holding				
1. Indian				
Individual	6152250	55.41	7546650	46.30
Body Corporate	0	0.00	0	0.00
Sub-Total	6152250	55.41	7546650	46.30
Foreign Promoters				
NRI	0	0	0	0.00
Sub-Total – A	6152250	55.41	7546650	46.30
B. Non Promoter Holding				
1. Institutional Investor				
Mutual Funds/ FPI/ AIF	75980	0.68	75980	0.47
Financial Institutions / Banks	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
Sub-Total - B1	75980	0.68	75980	0.47
2. Non-Institutional Investors				
Individuals	4260681	38.37	6,670,831	40.93
Body Corporate	362662	3.27	989512	6.07
Others	252173	2.27	1,015,173	6.23
Sub-Total - B2	4875516	43.91	8675516	53.23
total (B=B1+B2)	4951496	44.59	8751496	53.70
GRAND TOTAL (A+B)	11103746	100	16298146	100.00

**The shareholding pattern figures are derived under the assumption that*

(1) all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 1

(2) all proposed share warrants in accordance with Resolution No. 2 shall be subscribed, and warrants will subsequently be exercised or converted into equity shares.

(3) the 584,400 shares warrants were approved by members on September 13, 2023 shall be exercised or converted into equity shares.

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(4) the 18,00,000 shares warrants were approved by members on June 23, 2023 shall be exercised or converted into equity shares

However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.

Kindly note that members as on the record date September 24, 2024 to whom this corrigendum is being issued and who have not cast their vote earlier at the EGM held on October 1, 2024 can cast their vote (EVEN 131656). The E-voting period will commence for e-voting at 9.00 a.m. on Thursday, November 28, 2024 and end at 5.00 p.m. on Friday, November 29, 2024 (both days inclusive).

Further, members who have already cast their vote and would like to express their change of interest or change their vote or further for any queries/questions with respect to this Corrigendum are requested to send their queries, questions along with their name, demat account number/folio number, email id, mobile number to the Scrutinizer at mihenhalani@mha-cs.com within 48 hours from dispatch of this corrigendum, which will be suitably replied.

On and from the date hereof, the EGM Notice shall always be read in conjunction with the First, Second and Third Corrigendum.

The copy of the corrigendum is being uploaded on the website of the Company at www.tembo.in and on the website of Stock Exchange www.nseindia.com.

For Tembo Global Industries Limited

Sd/-

Sanjay Jashbhai Patel
Managing Director
DIN: 01958033

Date: 26.11.2024

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