Letter of Offer
Dated: August 16, 2022
For Eligible Equity Shareholders only

TEMBO GLOBAL INDUSTRIES LIMITED

Our Company was originally incorporated as SAKETH EXIM PRIVATE LIMITED at Mumbai, Maharashtra as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 16, 2010 bearing registration number 204331 issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company changes to "Saketh Exim Limited" on account of conversion from private company into public company consequent to effect legal status in accordance with Fresh Certificate of Incorporation Consequent Upon Conversion to Public Limited Company dated December 19, 2017 issued by Registrar of Companies, Mumbai. Further, name changed to "Tembo Global Industries Limited" in accordance with fresh certificate of incorporation pursuant to name change dated March 13, 2020 issued by Registrar of Companies, Mumbai. Our Company was listed on Emerge Platform of National Stock Exchange of India Limited on August 13, 2018 vide listing and trading approval from National Stock Exchange of India Limited dated August 13, 2018. Further, our Company migrated to main board of National Stock Exchange of India Limited vide listing and trading approval dated April 23,2021. The Corporate Identification Number is L24100MH2010PLC204331.

Registered Office: - Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705, India
Tel No: +91 22 6723 1000| **Email**: md@tembo.in | **Websites**: www.tembo.in
Contact Person: Ms. Tasneem Husain Marfatia, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY ARE FATEMA KACHWALA, SANJAY PATEL, SMITA PATEL & TARUNA PATEL

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF TEMBO GLOBAL INDUSTRIES LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UPTO 36,16,560 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 100 EACH INCLUDING SHARE PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 3616.56@ LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 9 RIGHTS EQUITY SHARE(S) FOR EVERY 25 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON AUGUST 10, 2022 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS ₹ 100 WHICH IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 159 OF THIS LETTER OF OFFER.

@Assuming full subscription

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE*	FACE VALUE (₹)	PREMIUM (₹)	TOTAL (₹)
On Application	10	90	100
Total	**10**	**90**	**100**

* For further details on Payment Schedule, see "Terms of the Issue" on page 159

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The securities being offered in the Issue have not been recommended nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 21 of this Letter of Offer before making an investment in this Issue.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our Company are listed on National Stock Exchange of India ("NSE") (the "Stock Exchanges"). Our Company has received "In-Principle" approvals from NSE for listing the Rights Equity Shares through their respective letters dated July 28, 2022. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is NSE Limited.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FEDEX SECURITIES PRIVATE LIMITED B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India **Tel No.:** +91 81049 85249 **Fax No.:** 022 2618 6966 **E-mail ID:** mb@fedsec.in **Website:** www.fedsec.in **Investor Grievance E-Mail ID:** mb@fedsec.in **Contact Person:** Yash Kadakia **SEBI Registration Number:** INM000010163	**BIGSHARE SERVICES PRIVATE LIMITED** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093 **Tel. No**: +91-22-62638200/22 **E-mail Id:** rightsissue@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Vijay Surana **SEBI Registration No:** INR000001385

ISSUE PROGRAMME	
ISSUE OPENS ON:	August 22, 2022
LAST DATE OF ON MARKET RENUNCIATION*	August 29, 2022
ISSUE CLOSES ON:#	September 05, 2022

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

 # Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I - GENERAL

CONVENTIONAL AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 58 and 100, respectively, shall have the meaning given to such terms in such sections.

CONVENTIONAL / GENERAL TERMS

TERM	DESCRIPTION
TEMBO GLOBAL INDUSTRIES LIMITED, "TEMBO", We or us or Our Company or the Issuer	Unless the context otherwise indicates or implies refers to TEMBO GLOBAL INDUSTRIES LIMITED, a company incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 with its registered office at Plot No- Pap D- 146/ 147, TTC M.I.D.C., Turbhe Navi Mumbai - 400705
AOA / Articles / Articles of Association	The Articles of Association of Tembo Global Industries Limited, as amended from time to time
Audited Financial Statements or Financial Statements	The Audited Standalone and Consolidated financial statements of our Company as at and for the year ended 31 March 2021, March 31, 2020 ad March 31, 2019. The Audited Consolidated and Standalone Financial Results year ended March 31, 2022.
Auditors / Statutory Auditors	The current statutory auditors of our Company M/s. RA Maru & Associates.
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted from time to time including any Committees thereof as the context may refer to.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Tasneem Husain Marfatia
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Mr. Shabbir Huseni Merchant.
Director(s)	Director(s) on the board of Tembo Limited as appointed from time to time, unless otherwise specified
Equity Shares/Shares	Equity Shares of our Company having face value of ₹ 10.00/- each, fully paid up, unless otherwise specified in the context thereof
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company from time to time
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to chapter titled "*Our Management*" on page 91 of this Letter of Offer
ISIN	International Securities Identification Number is INE869Y01010
Key Management Personnel /KMP	Key management personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer "*Our Management*" on page 91 of this Letter of Offer.

TERM	DESCRIPTION
MoA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	Fatema Kachwala, Sanjay Patel, Smita Patel & Taruna Patel
Promoter Group	Piyush Patel, Priyanka Patel & Rushil Patel
Registered Office	Plot No- Pap D- 146/ 147, TTC M.I.D.C, Turbhe Navi Mumbai – 400705.
Roc/Registrar of Companies	Registrar of Companies, Maharashtra, Mumbai
Subsidiary	Tembo Global LLC

ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer or ALOF	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013
Allotment, Allot or Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act,2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, ICICI Bank Limited
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Person(s) who is Allotted Equity Shares pursuant to Allotment
Applicant(s) or Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of this Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Equity Shares in the Issue
Application Money	Aggregate amount payable in respect of the Equity Shares applied for in the Issue at the Issue Price for the Application
Application Supported by Blocked Amount or ASBA	Application used by an ASBA Investor to make an application Authorizing the SCSB to block the Application Money in a the ASBA Account maintained with the SCSB
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application.
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular

Term	Description
	bearing reference number CIR/CFD/DIL/1/2011dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Banker to the Issue Agreement	Agreement dated July 29, 2022 amongst our Company, the Lead Managers, the Registrar to the Issue and the Banker(s) to the Issue for receipt of the Application Money from Applicants/Investors making an application, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Applicants/Investors and providing such other facilities and services as specified in the agreement
Bankers to the Issue	Collectively, the Escrow Collection Bank, the Allotment Account Banks and the Refund Account Bank to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "*Terms of the Issue*" beginning on page 159.
Common Application Form / CAF	The application form used by Investors to make an application for Allotment under the Issue
Controlling Branches or Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Lead Managers, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	National Stock Exchange of India Limited.
Draft Letter of Offer	The draft letter of offer dated July 23, 2022 filed with Stock Exchanges.
Eligible Shareholder(s) Equity	Holder(s) / Beneficial Owner of the Equity Shares of our Company as on the Record Date
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s)for the purposes of collecting the Application Money from resident Investors making an application.
Escrow Collection Bank, Allotment Account Bank(s) or Refund Bank(s)	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, ICICI Bank Limited.
GBP	Great Britain Pound
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, August 10, 2022, and the Renouncee(s)
ISIN	International securities identification number
Issue / Rights Issue	Upto 36,16,560 Fully Paid Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 100 (Including a premium of ₹ 90) per Rights Equity Share not exceeding an amount of ₹ 3616.56 Lakhs *(assuming full subscription)* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of 9 (Nine) Rights Equity Shares for every 25 (Twenty Five) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. August 08, 2022.
Issue Agreement	Agreement dated July 19, 2022 entered into between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	September 05, 2022

Term	Description
Issue Opening Date	August 22, 2022
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ 100 per Equity Share payable
Issue Proceeds or Gross Proceeds	Gross proceeds of the Issue
Lead Manager	Fedex Securities Private Limited (Formerly known as Fedex Securities Limited)
Letter of Offer or LOF	The final letter of offer to be filed with the Stock Exchanges and SEBI
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, see "*Objects of the Issue*" beginning on page 52 of this Letter of Offer.
NRI(s)	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, and shall have the meaning ascribed to such term in the FEMA Regulations
Non – Institutional Investor(s)	An Investor other than a Retail Individual Investor and a Qualified Institutional Buyer
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before August 29, 2022
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Equity Shares, being August 10, 2022.
Refund Account Bank	The Banker to the Issue with whom the refund account will be opened, in this case being ICICI Bank Limited
Registrar to the Issue or Registrar	Bigshare Services Private Limited
Registrar Agreement	Agreement dated July 19, 2022 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Renouncee(s)	Any person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders
Renunciation Period	The period during which the Investor scan renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on August 29, 2022 in case of On Market Renunciation.

Term	Description
	Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
Rights Entitlement(s) / RE's	Number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being 9 Equity Shares for every 25 Equity Shares held by an Eligible Equity Shareholder
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at *website of SEBI and / or such other website(s) as may be prescribed by SEBI from time to time.*
Stock Exchange	Stock exchange where the Equity Shares are presently listed, being BSE Limited and National Stock Exchange of India Limited
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI
Working Day(s)	In terms of Regulation 2 (1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Rights Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

INDUSTRY RELATED TERMS

Term	Description
ASEAN	Association of Southeast Asian Nations
BCG	Boston Consulting Group
CAGR or Compound Annual Growth Rate CAGR	Compound annual growth rate, or CAGR, is the mean annual growth rate of an investment over a specified period of time longer than one year. It represents one of the most accurate ways to calculate and determine returns for individual assets, investment portfolios, and anything that can rise or fall in value over time
CFPI	Consumer Food Price Index (CFPI) is a measure of change in retail prices of food products consumed by a defined population group in a given area with reference to a base year

Term	Description
CPI	The Consumer Price Index (CPI) measures the monthly change in prices paid by U.S. consumers. The U.S. Bureau of Labor Statistics (BLS) calculates the CPI as a weighted average of prices for a basket of goods and services representative of aggregate U.S. consumer spending.
DPIIT	The Department for Promotion of Industry and Internal Trade (DPIIT) is a central government department under the Ministry of Commerce and Industry in India. It is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector, keeping in view the national priorities and socio-economic objectives. While individual administrative ministries look after the production, distribution, development and planning aspects of specific industries allocated to them, DPIIT is responsible for the overall industrial policy. It is also responsible for facilitating and increasing the foreign direct investment (FDI) flows to the country.
EU	European Union
FDI	Foreign Direct Investment
FPI	Foreign portfolio investment (FPI) consists of securities and other financial assets held by investors in another country. It does not provide the investor with direct ownership of a company's assets and is relatively liquid depending on the volatility of the market. Along with foreign direct investment (FDI), FPI is one of the common ways to invest in an overseas economy.
GDP or Gross Domestic Product	GDP is the total monetary or market value of all the finished goods and services produced within a country's borders in a specific time period. As a broad measure of overall domestic production, it functions as a comprehensive scorecard of a given country's economic health.
GVA	Gross value added (GVA) is defined as output (at basic prices) minus intermediate consumption (at purchaser prices); it is the balancing item of the national accounts' production account. GVA can be broken down by industry and institutional sector.
HEPC	Handloom Export Promotion Council
HMA Or Handloom Marketing Assistance	The objective of the handloom marketing assistance is to develop and promote the marketing channels in domestic as well as export market and bring about linkage between the two in a holistic and integrated manner.
IH2A	India Hydrogen Alliance is an industry-led coalition formed by global energy and industrial majors focussed on commercializing hydrogen technologies and systems to build net-zero carbon pathways in India.
ISA or Indian Steel Association (ISA)	Indian Steel Association represents all the major Public Sector and Private Sector Steel Enterprises of India.
IIP or India's Index of Industrial Production	IP is an index that tracks manufacturing activity in different sectors of an economy.
ICIL	Indo Count Industries Ltd
MMF or Man Made Fabrics	A type of fabric that is made artificially, such as polyester or rayon, rather than occurring naturally, like cotton or wool.
MSP or Minimum Support Price	The MSP is the rate at which the government purchases crops from farmers, and is based on a calculation of at least one-and-a-half times the cost of production incurred by the farmers. MSP is a "minimum price" for any crop that the government considers as remunerative for farmers and hence deserving of "support"
NCL	National Chemical Lab

Term	Description
NHDP	The National Handloom Development Programme (NHDP) is an attempt to facilitate the sustainable development of handloom weavers located in and outside identified handloom clusters into a cohesive, self-managing and competitive socio- economic unit.
PLI	Production-linked incentive
PV or Polyster Viscose	Polyester is a synthetic fiber, whereas viscose is semi-synthetic, i.e. using natural fibers but chemicals in the process.
RMG	Ready Made Garment
SDI or Scottish Development International	Scottish Development International is the international arm of the Scottish Government and Scotland's enterprise agencies, Scottish Enterprise and Highlands and Islands Enterprise
USD	United States Dollar
WTO or World Trade Organisation	The World Trade Organization is an intergovernmental organization that regulates and facilitates international trade. Governments use the organization to establish, revise, and enforce the rules that govern international trade

ABBREVIATIONS

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
Adjusted loans and advances	Adjustment in the nature of addition to the loans and advances made in relation to certain loans which are treated as investments under Ind AS, but considered as loans by our Company
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
CAGR	Compound annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate identification number
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
DIN	Director Identification Number
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation and amortisation expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
EPS	Earnings per Equity Share
FCNR Account	Foreign currency non-resident account
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India

Term	Description
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal Year or Fiscal	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First information report
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations,2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GoI or Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income-Tax Act, 1961
Ind AS	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended
IFRS	International Financial Reporting Standards
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
ITAT	Income Tax Appellate Tribunal
LTV	Loan to value ratio
MCA	Ministry of Corporate Affairs
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations,1996
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31
Net Worth	Aggregate of Equity Share capital and other equity
NBFC	Non-banking financial companies
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
PAN	Permanent account number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India

Term	Description
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies, Mumbai
RTGS	Real time gross settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Stock Exchanges	National Stock Exchange of India Limited and BSE Limited
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.S.$, USD or U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
USA, U.S. or United States	United States of America
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be

NOTICE TO INVESTOR

The distribution of the Letter of Offer, Abridged Letter of Offer and the application form and the issue of the Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them

Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Managers, the Stock Exchanges.

Our Company, the Lead Managers, and the Registrar will not be liable for non-receipt of dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any offering materials or advertisements in connection with the Issue may not be distributed, whole or in part, in or into in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is un lawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer or the Application Form or the Rights Entitlement Letter in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form.

Any person who makes an application to acquire rights and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that he is authorized to acquire the rights and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application form as invalid where they believe that Application form is incomplete or acceptance of such Application form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF. Neither the delivery of the Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or(iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information.

THE CONTENTS OF THE LETTER OF OFFERS SHOULD NOT BE CONSTRUED AS LEGAL, TAX, BUSINESS, FINANCIAL OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR ASTO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF THE EQUITY SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGERS OR ITS AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS ENTITLEMENTS OR THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS

NO OFFER IN THE UNITED STATES

The rights entitlements and the rights equity shares have not been and will not be registered under the United States securities act of 1933, as amended (the "US Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and the rights equity shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this Letter of Offer should not be forwarded to or transmitted in or into the United States at any time. Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States of America. Envelopes containing an application form should not be postmarked in the United States of America or otherwise dispatched from the United States of America or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer, no payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer, the Abridged Letter of Offer and Application form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or the Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that (i) it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States of America (ii) does not have a registered address (and is not otherwise located) in the United States when the buy order is made and (iii) it is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable law, rules and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application form headed "Overseas Shareholders "to the effect that the person accepting and/or renouncing the CAF does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the CAF is incomplete or the acceptance of such CAF may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such CAF. Rights Entitlement may not be transferred or sold to any person in the United States of America.

NOTICE TO THE INVESTOR

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

FORWARD-LOOKING STATEMENTS

This Letter of Offer contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

All statements contained in the Letter of Offer that are not statements of historical facts constitute *"forward-looking statements"*. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Letter of Offer regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Letter of Offer (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Impact of epidemics and pandemics with respect to recent example of COVID-19 on our business and operations;
- General economic and business conditions in the markets in which we operate and in the local, Regional, National and International economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government(s) could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian National, State and Local Governments;
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under "*Risk Factors*" and "*Our Business*" beginning on pages 21 and 72, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on our revenue could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. The forward-looking statements contained in this Letter of Offer are based on the beliefs of management, as well as the assumptions made by, and information currently available to, the

management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer and neither our Company nor the Lead Managers undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

In this Letter of Offer, unless the context otherwise indicates or implies, references to 'TEMBO GLOBAL INDUSTRIES LIMITED', the 'Company', 'our Company', the 'Issuer' are to TEMBO GLOBAL INDUSTRIES LIMITED, and references to 'we', 'our' or 'us' are to TEMBO GLOBAL INDUSTRIES LIMITED.

In this Letter of Offer, references to the 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Letter of Offer in "crore", "million" and "lakh" units. One crore represents 1,00,00,000. One lakh represents 1,00,000. One million is 10 lakhs.

FINANCIAL DATA

Unless stated otherwise and unless context requires otherwise, the financial data in this Letter of Offer is derived from the Financial Statements. Our Fiscal commences on April 1 and ends on March 31 of the following calendar year. For details, see "*Financial Statements*" on page 100.

We have prepared our Restated Financial Statements for the financial year 2021-22 & 2020-21 in accordance with Indian IND AS and GAAP and Financial results for period ended June 30, 2022. Restated Financial Statements for the financial year 2019-20 is in accordance with Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

MARKET AND INDUSTRY DATA

Aside from the above, unless stated otherwise, market, industry and demographic data used in this Letter of Offer has been obtained from market research, publicly available information, industry publications and government sources. Industry publications generally state that the information contained in such publication has been obtained from sources believed to be reliable but that the accuracy and completeness of that information are not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified by us or the Lead Managers, and neither our Company nor the Lead Managers make any representation as to the accuracy of that information.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us. There can be no assurance that such third party statistical, financial and other industry information is either complete or accurate*" on page 21. Accordingly, Investors should not place undue reliance on this information.

Non-GAAP measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Net Worth, return on Net Worth, Net Asset Value per Equity Share, ratio of non-current liabilities-borrowings (including current maturities of long-term borrowings) / total equity, ratio of Total Borrowings / total equity and earnings before interest, tax, depreciation and amortization have been included in this Letter of Offer. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and

other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Currency of Presentation

Unless otherwise specified or the context otherwise requires, all references to:

• 'INR', '₹', 'Indian Rupees' and 'Rupees' are to the legal currency of India; and

• 'US$', 'USD', '$' and 'U.S. Dollars' are to the legal currency of the United States of America.

The following table provides information with respect to the exchange rate for the Indian rupee per US$1.00. The exchange rates are based on the reference rates released by Foreign Benchmark India Private Limited which is available on their website. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

Currency	As on March 31, 2022	As on March 31, 2021	As on March 31, 2020
01 US $	₹ 75.81	₹ 73.50	₹ 75.39

Source: *www.fbil.org.in*

Note: In the event that any of the abovementioned dates of any of the respective financial years is a public holiday, the previous calendar day not being a public holiday has been considered.

SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including the sections, "*Objects of the Issue*", "*Outstanding Litigation and Defaults*", "*Our Business*" and "*Risk Factors*" on pages 52, 149, 72 and 21 respectively.

SUMMARY OF BUSINESS

Our Company is engaged in jobbing, machining, manufacturing and fabrication of various steel / metal products which are meant for its application in Pipe Support Systems, HVAC Systems, Antivibration System and Equipments for Industrial, Commercial, Utility and OEM Installations. We manufacture various engineering products, metal and base metal products like G. I. nuts, various types of bolts, clamps, hangers etc.

Further our Product Portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares. Our Company also deals and trade in silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, knitted, hosiery, yarn and sewing thread and also carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof.

INDUSTRY OVERVIEW

The engineering sector is the largest of the industrial sectors in India. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. India's engineering sector has witnessed a remarkable growth over the last few years driven by increased investment in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy. The Indian machine tool production and consumption were estimated at Rs. 6,602 crore (US$ 879.38 million) and Rs. 12,036 crore (US$ 1.6 billion) respectively, in FY21. In 2021, between April and December, India exported engineering goods worth US$ 81.8 billion compared with the US$ 52.9 billion recorded in the same period in 2020. In December 2021, exports of engineering goods from India stood at US$ 9.7 billion, a 37% YoY growth. India exports engineering goods mostly to US and Europe, which account for over 60% of the total export. Engineering exports were recorded at US$ 75.90 billion in April (FY20) and reached US$ 60.25 billion in January (FY21).

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excluding handmade carpets, carpets and jute mfg. including floor coverings) stood at US$ 29.8 billion between April-December 2021. The Indian textiles market is expected to be worth more than US$ 209 billion by 2029. India is the world's largest producer of cotton. Production stood at 360.13 lakh bales for the crop year October 2021-September 2022. Domestic consumption for the 2021-22 crop year is estimated to be at 335 lakh bales. Production of fibre in India reached 2.40 MT in FY21 (till January 2021), while that for yarn, the production stood at 4,762 million kgs during same period. India's home textile exports grew at a healthy rate of 9% in FY21 despite the pandemic. In the year 2020-21, 1.13 million tonnes of cotton yarn were exported from India.

OBJECTS OF THE ISSUE

To raise funds for working capital requirement, repayment of certain outstanding borrowings and general corporate purpose.

The Net Proceeds are proposed to be used in accordance with the details set forth below:

Sr.No	Objects – Description	Amount (Rs .in Lakhs)
1.	Working Capital	1909.92
2.	Repayment of certain outstanding borrowings	866.00
3.	General Corporate Purposes *	795.64
	TOTAL	**3571.56**

**The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Issue*" beginning on page 52

INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER

Pursuant to the letter dated June 11, 2022, our Promoter and Promoter group, has undertaken that:

a. *they would subscribe, jointly and / or severally only to the extent of upto ₹ 500.00 Lakhs;*

b. *they would not subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of the SEBI Takeover Regulations; and*

c. *they may renounce their rights entitlement*.

The aforementioned subscription of Rights Equity Shares and Additional Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

A summary of material outstanding legal proceedings involving our Company, our Subsidiaries, our Directors and our Promoters identified in accordance with the SEBI ICDR Regulations as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is provided below.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or regulatory proceedings	Material Civil Litigations	Aggregate amount involved in Rs
Company					
By the Company	-	1	1	-	Appeal filed by the Company on January 25, 2018 before the commissioner of Income Tax appeals. Hearing date is awaited
Against the company	-	4	-	-	Amount involved: Rs 8,995.38 (TDS default)
Directors	-	-	-	-	-
By the directors	-	-	-	-	-
Against the directors	-	-	-	-	-
Promoters	-	-	-	-	-
By the promoters	-	-	-	-	-

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or regulatory proceedings	Material Civil Litigations	Aggregate amount involved in Rs
Against the promoters	-	1	-	-	Amount involved: Rs 87,100 and interest of Rs 3484 Current status: proceedings submitted for Adjustments U/s 143(1)(a), Assessment Year 2019-20
Against our promoters companies/LLP	-	-	-	-	-
Disciplinary action in the last five Fiscals	-	-	1	-	Aggregate amount Rs 70,800. Paid by the Company.

RISK FACTORS

Specific attention of the Investors is invited to the section "*Risk Factors*" on page 21 of this Letter of Offer. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

CONTINGENT LIABILITIES OF OUR COMPANY

For details of the contingent liabilities for the period ended March 31, 2022, March 31, 2021 and March 31, 2020, see "*Financial Information*" on page 100.

RELATED PARTY TRANSACTIONS

For details of the Related Party Transactions for the period ended March 31, 2022, March 31, 2021, March 31, 2020, see "*Financial Information*" on page 100 of this Letter of Offer.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued Equity Shares for consideration other than cash during the period of one year preceding the date of this Letter of Offer.

SECTION II – RISK FACTOR

An investment in Equity Shares involves a high degree of risk. You should carefully consider each of *the following risk factors and all other information set forth in this Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" before making an investment in Equity Shares.*

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by customers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences to you of an investment in our Equity Shares.

The following risk factors have been determined by our Board of Directors on the basis of their materiality. In accordance with Clause (VI) in Part B of Schedule VI of the SEBI ICDR Regulations, the following factors have been considered for determining the materiality:

(i) Some events may not be material individually, but may be found material collectively,
(ii) some events may have material impact qualitatively instead of quantitatively; and
(iii) some events may not be material at present but may have material impact in the future.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:
- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and doesnot in any manner indicate the importance of one risk over another.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer.

INTERNAL RISK FACTORS

1. **We are highly dependent on our suppliers for uninterrupted supply of raw-materials. We have not entered into any long-term supply agreement for the major raw materials required for manufacturing of our products. Also volatility in the prices and non-availability of these raw materials may have an adverse impact in our business prospects, results of operations and financial condition.**

We were dependent 26% and 28% on our top 10 supplier as on March 31, 2022 and March 31, 2021 respectively for supply of our prime raw material for our products such as M.S. Strips, M.S. Rods, Alloy steel, stainless steel and other hardware items and metal articles. We procure our supply of raw materials from

various vendors in the market. We have not entered into any long-term supply agreement for supply of major raw materials. Currently, we have been able to secure timely supply of required raw material for our existing activity. Raw material is easily available in the domestic market and no difficulty is envisaged in sourcing of the raw material. In case of any disruption in supply of raw materials from these suppliers or our procurement of raw materials in terms are not favorable to us; it will adversely affect our operations and financial cost. Further in case our Company is unable to procure the requisite quantities of raw materials well in time and at competitive prices due to volatility in the prices of raw materials, the performance of our Company may be affected, thus adversely affecting our business, prospects, results of operations and financial condition.

2. **We rely significantly on our agent networking in open market for local and export sale of our products.**
We sell our products in open market through our network of distributors and agents as well as through Direct Marketing. Our products are marketed through a wide network of distribution channel within Middle East countries and USA, UK, Australia, Shri-Lanka etc. The Company is dependent on them for marketing and distribution. Accordingly, any shortcomings in the performance would impact the revenues and profitability of the Company. Further, as a means of direct marketing, we also conduct exhibition of our products in foreign countries. However, significant proportion of the sale is done through our agents in foreign countries. Furthermore, our business growth depends on our ability to attract additional distributorships to our network. While, we believe that we have good relations with our distributors and agents but there is no assurance that our current distributors will continue to do business with us. If we do not succeed in maintaining the stability of our distributorship network, our market share may decline materially affecting our results of operations and financial condition.

3. **Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.**
Our Company has entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying secured loan and unsecured loans, undertake guarantee obligations, which require our Company to obtain prior approval of the lenders for any of the above activities. We have not received consent from the relevant lenders for no objection certificate to alter the capital structure of our Company which will undergo change subsequent to the issue of Equity Shares under the Issue. Undertaking the Issue without such consents constitutes a breach of covenant under the relevant financing documents, which entitles the respective lender to consider this Issue as an event of default under the loan agreements and they may call up the entire outstanding amount and make it payable forthwith at their discretion. We cannot provide any assurance that our lenders will not enforce their rights relating to our breach of financial covenants, or grant us waivers with respect to any such breaches. The occurrence of any of the events mentioned above can adversely affect our business, results of operations and financial condition.

4. **We have reported negative cash flows.**

The detailed break up of cash flows, as per Restated Consolidated Financial Statements is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(₹ In Lakhs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Net Cash Flows from Operating Activities	391.70	(355.48)	(47.27)
Net Cash Flows from Investing Activities	(513.05)	(1206.60)	(294.55)
Net Cash Flows from Financing Activities	158.72	1597.91	436.79

5. **Our Company, some of our Directors, our Promoters, our Subsidiaries and certain Group Companies are involved in legal and other proceedings.**

As on the date of this Letter of Offer, our Company and Directors, are involved in certain proceedings pending before various courts, tribunals and authorities in India. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable. We cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company. We cannot assure you that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that we will be able to recover any losses incurred on account of third parties, regardless of whether we are at fault.

A summary of the pending proceedings involving our Company, our Promoter and our Subsidiaries is as follows:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or regulatory proceedings	Material Civil Litigations	Aggregate amount involved in Rs
Company					
By the Company	-	1	1	-	Appeal filed by the Company on January 25, 2018 before the commissioner of Income Tax appeals. Hearing date is awaited
Against the Company	-	4	-	-	Amount involved: Rs 8,995.38 (TDS default)
Directors	-	-	-	-	-
By the directors	-	-	-	-	-
Against the directors	-	-	-	-	-
Promoters	-	-	-	-	-
By the promoters	-	-	-	-	-
Against the promoters	-	2	-	-	Amount involved: Rs 87,100 and interest of Rs 3484 Current status: proceedings submitted for Adjustments U/s 143(1)(a), Assessment Year 2019-20
against our promoters companies/LLP	-	-	-	-	-
Disciplinary action in the last five Fiscals	-	-	1	-	Aggregate amount Rs 70,800 It is paid.

For further details, see '*Outstanding Litigation and Defaults*' on page 149.

6. **The COVID-19 pandemic and resulting deterioration of general economic conditions has impacted our business and results of operations in the past and the extent to which it will impact our future business and results of operations will depend on future developments, which are difficult to predict.**

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the novel coronavirus disease ("**COVID-19**") outbreak a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. The rapid and diffused spread

of COVID-19 and global health concerns relating to this pandemic have had a severe negative impact on, among other things, financial markets, liquidity, economic conditions and trade and could continue to do so or could worsen for an unknown period of time, that could in turn have a material adverse impact on our business, cash flows, results of operations and financial condition, including liquidity and growth. The extent to which the COVID-19 outbreak impacts our business, cash flows, results of operations and financial condition will depend on future developments, including on the duration and severity of the pandemic, the nature and scope of government actions to contain it, and the potential impact on global and national economic conditions, including inflation, interest rates, availability of capital markets, consumer spending rates, energy availability and costs (including fuel surcharges), which are highly uncertain and cannot be predicted. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause unprecedented economic disruption in India and in the rest of the world.
The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and are likely to be severe. In addition, while the Government of India in coordination with the state governments have started the bulk immunization process or vaccination drive since January 16, 2021, such vaccination drive has currently immunized more than 90 Crores density of population.

On March 14, 2020, India declared COVID-19 as a 'notified disaster' and imposed a nationwide lockdown announced on March 24, 2020. Subsequently, progressive relaxations have been granted for movement of goods and people and cautious re-opening of businesses and offices. However, since manufacturing of steel was determined to be an essential commodity, we continued operations at our manufacturing plant, in a phased manner in accordance with the specific directions/ guidelines issued by the State Government. Further, our manufacturing plants are currently operating subject to certain social distancing and additional safety measures, such as, regular temperature checks, regular sanitization, and compulsory use of masks and hand sanitization. The COVID-19 pandemic resulted in some disruptions in the supply of raw materials from our domestic and international suppliers during the months of March, April and May 2020. We also experienced some disruptions in supply chain and inventory management, as well as delays in orders. We continue to closely monitor the impact that COVID-19 may have on our business and results of operations. Adverse effects of the COVID-19 pandemic may also significantly increase the effect of the aforementioned factors affecting our results of operations.

The COVID-19 pandemic and related volatility in financial markets and deterioration of national and global economic conditions could affect our business and operations in a variety of ways. For instance, on account of operating restrictions/ lockdown consequent to the outbreak of the COVID-19 pandemic, we may experience operational disruptions as a result of the following:

- a temporary shutdown of our manufacturing plants due to government restrictions or illness in connection with COVID- 19;
- a decrease in demand for our products as a result of COVID-19 on account of government restrictions imposed and additionally on account of cost control measures implemented by our customers;
- supply chain disruptions for us and our customers;
- a significant percentage of our workforce being unable to work, including because of travel or government restrictions in connection with COVID-19, including stay at home orders;
- delays in orders or delivery of orders;
- our strategic projects getting postponed or our planned deliveries being delayed; and
- inability to collect full or partial payments from some customers due to deterioration in customer liquidity.

The extent to which the COVID-19 impacts our business and results will depend on future developments, which are highly uncertain and cannot be predicted, such as new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. In addition, we cannot predict the impact that the COVID-19 pandemic will have on our

customers, suppliers and other business partners, and each of their financial conditions; however, any material effect on these parties could adversely impact us. As a result of these uncertainties, the impact may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government-mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events.

As of the date of this Letter of Offer, there is significant uncertainty relating to the severity of long-term adverse impact of the COVID-19 pandemic on the global economy, global financial markets and the Indian economy, and we are unable to accurately predict the long-term impact of the COVID-19 pandemic on our business. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section.

7. **Our Company has substantial requirement of working capital and failure to manage our working capital could have an adverse effect on our net sales, profitability, cash flow and liquidity.**
We are engaged in manufacturing and fabrication of various steel products which are meant for its application in Pipe Support Systems, HVAC Systems, Anti-vibration System and Equipments for Industrial, Commercial, Utility and OEM Installations. We manufacture various engineering products, metal and base metal products like G. I. nuts, various types of bolts, clamps, hangers etc. Moreover, we are also engaged in trading of Textile Products. Our Company business needs substantial working capital and financing in the form of fund and non-fund based working capital facilities to meet its requirements. A liquidity crunch may also result in increased working capital borrowings and consequently, higher finance cost which will adversely impact our profitability. Working capital is partially met through internal accruals. However, failure to manage our working capital requirements in the future could have an adverse effect on our net sales, profitability, cash flow and liquidity.

8. **Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.**

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control.

9. **Our Company is subject to inspections under the Maharashtra Pollution Control Board and various other regulatory authorities, which may result in imposition of penalty on us.**
Inspection proceedings are undertaken by various authorities for verifying the compliance of manufacturing and quality standards as per UL and FM approvals for meeting the worldwide recognition standards, and at various local levels like Maharashtra Pollution Control Board (MPCB) at regular intervals of our products that are fabricated and manufactured by us. Our Company is also subject to testing and audits by the respective authorities, for maintaining the quality parameters of the final product and also maintaining the hygienic conditions of the factory. Consequently, if we fail to adhere to the directions of the authorities in a timely manner which may attract penal sanctions affecting our operations and financial condition.

10. **Our Company has incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations.**
As on March 31, 2022, we had Rs. 4044.57 Lakhs of total outstanding debt from various banks and financial institutions, related parties or others. In the event that we fail to meet our debt servicing obligations under our financing documents, the relevant lenders could declare us to be in default, accelerate the maturity of our obligations or takeover our project or even sell our Company's movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have sufficient resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate sufficient cash to enable us to service existing or proposed

borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds. Further, our level of indebtedness has important consequences to our Company, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry; affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

If any of these risks were to materialise, our business and results of operations may be adversely affected.

11. Any failure to adapt to industry trends and evolving technologies to meet our customers' demands may materially adversely affect our business and results of operations.

Changes in consumers' preferences, regulatory or industry requirements, or competitive technologies may render certain of our products obsolete or less attractive. For instance, our key products, such as Forged fittings and oil and gas industries solutions are not used in battery electric vehicles, and our ability to anticipate and successfully develop and introduce new or enhanced products on a timely basis is a significant factor in our ability to remain competitive.

There can be no assurance that we will be able to secure the necessary technological knowledge to enable us to develop our product portfolio as planned. For instance, we may not be able to install and commission the facilities required to manufacture new products for our customers in time for the start of production, and the transitioning of our manufacturing facilities and resources to full production for new products may impact production rates or other operational efficiency measures at our facilities. Our failure to successfully adopt such technologies in a cost effective and a timely manner may increase our costs and lead to us being less competitive.

12. If we are unable to gauge the demand of our products accurately and are unable to maintain an optimal level of inventory, our business, results of operations and financial condition may be adversely affected.

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. Any error in our forecast could result in either surplus stock, which we may be unable to sell in a timely manner, or at all, or under-stocking, which will affect our ability to meet customer demand. We plan our inventory and commence our production based on the forecast and anticipated demand. We have inventory manufactured and stored at our warehouses and seek to maintain an optimal level of inventory which is important to our business as it allows us to respond to customer demand effectively.

As of March 31, 2022, and as of March 31, 2021 our inventory as a percentage of our total current assets was 42.00% and 34.30% respectively on a Restated Consolidated Financial Statements. Given the nature of our business, we end up blocking substantial amount of funds while managing the inventory. Such blocked amounts are realised only at a later date due to the inventory cycle. Ensuring availability of our products requires prompt turnaround time and a high level of coordination amongst our personnel, including the purchase team, production team, sales and marketing team, quality control team and production team. While we aim to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. If we under-stock inventory, our ability to meet customer demand may be impaired. If we over-stock inventory, our capital requirements may increase and we may incur additional financing costs. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations and financial condition.

13. Any infringement of our registered corporate logo failure to protect it may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name and our logo could hamper our brand building efforts and our future growth strategy could be adversely affected.

Our business reputation and brand under which we sell our products, are critical to the success of our business. While we have been making consistent efforts to strengthen our brand, various factors, some of

which are beyond our control, are critical for maintaining and enhancing our brand, and if not managed properly, may negatively affect our brand and reputation. These include our ability to effectively manage the quality of our products; increase brand awareness among existing and potential customers, dealers and distributors; adapt our advertising and promotion efforts to emerging industry standards; and protect the intellectual property related to our brand. Further, there can be no assurance that our advertising or marketing efforts will be successful in maintaining our brand and its perception with dealers and/ or result in increased sales in the future. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our brand equity. In addition, our reputation and brands could also be affected by socially motivated groups, which could lead to a decline in our sales volume.

14. Any failure to compete effectively in the highly competitive precision components industry could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We face competition in India and overseas in our business, which is based on many factors, including product quality and reliability, breadth of product range, product design, technology, manufacturing capabilities, distribution channels, scope and quality of service, price and brand recognition. We compete with global competitors to retain our existing business as well as to acquire new business. Some of our competitors may have certain advantages, including greater financial, technical and/ or marketing resources, which could enhance their ability to finance acquisitions, fund international growth, respond more quickly to technological changes and/ or operate in more diversified geographies and product portfolios.

In addition, we face increasing competition across our product portfolio. Some of our competitors may be able to produce similar or equivalent products at lower costs than we can produce them.

Further, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. Changes in the product focus of larger manufacturers could also result in such manufacturers establishing relationships with our customers that may reduce or entirely replace our business with those customers. In addition, certain key customers to whom we currently sell certain products could decide to compete with us as manufacturers of these products. Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows.

15. Failure to comply with environmental laws and regulations by us could lead to unforeseen environmental litigation which could impact our business and our future net earnings.

We are subject to various national, state, municipal and local laws and regulations concerning environmental protection in India. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management.

Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing plants. Further, we are subject to a litigation in connection with compliance with safety standards and the rules and regulations relating to the health of employees. We may be subject to such similar litigations in the future as well, the outcome of which may have a material adverse effect on our business and operations.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage

or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

16. **Our Company has entered into certain related party transactions in the past and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**
Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, we cannot assure you that we might have obtained more favorable terms had such transactions been entered into with unrelated parties.

Furthermore, it is likely that we may enter into related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition. For details, please refer "*Financial Statements*" on page no. 100 of this Letter of Offer.

17. **Improper handling of machineries could result in accidents and may lead to loss of life and may have an impact on the image of our business which could have an adverse effect on our net sales, profitability and results of our operations.**
Improper handling of machines used in the business line of the Company can result into accidents at times and may lead to loss of life of the employees and the Company could face liabilities that may adversely affect its profits. Our Company has been executing the variety of projects using modern techniques and state-of-the-art plant & equipment. Our Company has insured policies cover and has undertaken adequate safety measures, which have minimized the loss of three crucial M's viz. men, material and machines. Also, our Company employs skilled manpower to handle materials and machines and provide requisite in-house training for the same. In spite of the same, in future due to improper handling of machineries which could result in accidents, it could have an adverse effect on our net sales, profitability and results of our operations.

18. **Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the continued services of our promoters and our ability to attract, train and retain them.**
Our Company is promoted by a group of individuals and is led by Mr. Sanjay Patel who has approximate 39 years of experience. The success of our business operations is attributable to our Promoters, Directors and key management personnel. We believe that our relation with our Promoters, who have rich experience in setting up business, developing markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and Key Managerial Persons and our success depends upon their continuing services, who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoter, Mr. Sanjay Patel, has been actively involved in the day-to-day operations and management since the incorporation of the Company. Our Promoters, along with the group key managerial personnel, have over the years-built relations with clients, government agencies and other persons who are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected. Further, our Promoters have also promoted other companies and may continue to do so. If they divert their attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Any inability to attract and retain talented employees or the resignation or loss of key management personnel, may have an adverse impact on our business, future financial performance and the price of our Equity Shares.

19. **Competition from other materials or changes in the products or manufacturing processes of customers that use our steel and textile products, could reduce market prices and demand for steel and textile products and thereby reduce our cash flow and profitability.**

In many applications, steel and textile competes with other materials that may be used as substitutes, such as aluminum (particularly in the automobile industry), cement, composites, glass, plastic and wood. Government regulatory initiatives mandating or creating incentives for the use of such materials in lieu of steel, whether for environmental or other reasons, as well as the development of other new substitutes for steel products, could significantly reduce market prices and demand for products and thereby reduce our cash flow and profitability.

In addition, the steel and textile market are characterized by evolving technology standards that require improved quality, changing customer specifications and wide fluctuations in product supply and demand. The products or manufacturing processes of the customers that use our products may change from time to time due to improved technologies or product enhancements. These changes may require us to develop new products and enhancements for our existing products to keep pace with evolving industry standards and changing customer requirements. If we cannot keep pace with market changes and produce steel products that meet our customers' specifications and quality standards in a timely and cost-effective manner, our business, results of operations, financial condition and prospects could be materially adversely affected.

20. The unexpected loss, shutdown or slowdown of operations at any of our facilities could have a material adverse effect on our results of operations and financial condition.

Our facilities are subject to operating risks, such as breakdown or failure of equipment, power supply interruptions, facility obsolescence or disrepair, technological changes, labour disputes, natural disasters and industrial accidents, to name some of them. The occurrence of any of these risks could adversely affect our operations by causing production at one or more facilities to shut down or slowdown. No assurance can be given that one or more of the factors mentioned above will not occur, which could have a material adverse effect on our results of operations and financial condition.

21. Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, financial condition and results of operations.

Our operations are subject to various risks inherent to the chemicals industry and to the sale and maintaining inventory of products, as well as other risks such as theft, robbery, acts of terrorism and other force majeure events. We may not maintain sufficient insurance coverage for anticipated risks which are standard for our type of business and operations. Our insurance policies cover losses in the case of natural calamities, fire, special perils, burglary and theft.

There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

22. We face foreign exchange risks that could adversely affect our results of operations, further having an impact on our cash flows and our financial results may fluctuate.

We face foreign exchange rate risk as major portion of our revenues are denominated in a currency other than the Indian Rupee. Because of our foreign currency exposure, exchange rate fluctuations between the Indian Rupee and foreign currencies can have a material impact on our results of operations, cash flows and financial condition. The exchange rate between the Indian Rupee and U.S. dollar has been volatile in recent periods and may continue to fluctuate in the future. As we intend to expand our product base and also our geographical markets, we will have greater exposure to such exchange rate fluctuations. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products since we may not be able to pass on all losses on account of foreign currency fluctuations to our customers.

23. Our Company does not own some of our key properties which are used by us currently for manufacturing purpose and further in case of unavailability of these properties, it would impact our operations, results and financial condition adversely.

Our Registered Office situated at Plot No- PAP D-146/147, TTC M.I.D.C., Turbhe, Navi Mumbai - 400705, has been obtained on long lease from MIDC. Though the long lease signifies a lease for a period of 99 years, as

per the terms of MIDC, our Company is required to follow the terms and conditions of the deed for each of our properties. Any lapse in following the terms and conditions may result in MIDC withdrawing the lease or reducing the lease period.

Our Company operates from 3 manufacturing units situated at Vasai, which are not owned by the Company and have been obtained on leave and license. In case of any cancellation of leave and license agreement due to any factors, we may not be able find suitable locations to shift our manufacturing units or do it without incurring substantial additional expense. This may result in additional cost, disruption of day-to-day activities and increased rent burden which would adversely affect our financial condition. For details regarding such tenancy properties and leasehold properties, please refer to "*Our Business –Properties*" on page no. 72 of this Letter of Offer.

24. Our Company does not have any documentary evidence for the educational qualifications and experience of some of our Directors.

Some of our Directors are unable to trace relevant documents with respect to their educational qualifications and their experience. Due to lack of documents and relevant information from the aforementioned Directors, we have relied upon their bio-datas provided to us as is required under the SEBI ICDR Regulations and therefore cannot verify if the bio-datas/profiles of the Directors are correct. For further details please refer to section titled "Our Promoter" on page 98 of this Letter of Offer.

25. The rate of interest for the loans obtained by us from the banks and Financial Institutions is variable and any increase in interest rates may adversely affect our results of operations and financial conditon.

Our Company is susceptible to changes in interest rates and the risks arising there from. Our sanction letters provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further the lenders are entitled to change the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. For further details of interest payable on our borrowings, please refer to the chapter titled "*Restated Financial Statements*" on page no. 100 of this Letter of Offer. Further, in recent years, the Government of India has taken measures to control inflation, which have included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

26. If we are subject to any frauds, theft, or embezzlement by our employees, suppliers, contractors or distributors, it could adversely affect our reputation, results of operations, financial condition and cash flows.

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employee/ contractor/ distributor/ vendor fraud, theft, or embezzlement. Although we have set up various security measures in our manufacturing facility such as deployment of security guards and operational processes such as periodic stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition, and cash flows.

27. Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

28. In addition to normal remuneration, other benefits and reimbursement of expenses our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

29. We might unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights. We may therefore be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be required to obtain a license, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licenses or design modifications can be extremely costly. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, the settlement of which could be costly. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business and results of operations. In certain cases, our customers share their intellectual property rights in the course of the product development process that we carry out for them. If our customer's intellectual property rights are misappropriated by our employees in violation of any applicable confidentiality agreements, our customers may seek damages and compensation from us. This could have an adverse effect on our business, results of operations and damage our reputation and relationships with our customers.

30. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risks.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that additional deficiencies in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls.

31. Any regulatory actions and penalties for any past or future non-compliance may adversely affect our business or reputation, or both.

We have to comply with numerous regulatory filings, maintenance of record etc under the Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulation"), Securities Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011 and any other laws and regulation as applicable. We may had failed to comply or maintain certain record as per the applicable law (except compliance of Listing Regulation for preceding one year from the date of filing of Letter of Offer where the Company had duly filed the required documents with Designated Stock Exchange). If any Regulator found the non-compliance of the applicable laws they may impose the penalty on the Company. Such penalty may impact the profitability of the Company. The Company has delayed in filing of Related party disclosure under regulation 23(9) of SEBI LODR Regulation. Consequent to delayed compliance, NSE has levied penalty vide their letter dated July 14, 2022 and our Company has duly paid the penalty.

32. Differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.

Our audited financial statements contained in this Letter of Offer have been prepared and presented in accordance with Ind AS and no attempt has been made to reconcile any of the information given in this Letter of Offer to any other principles or to base it on any other standards. Ind AS differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind AS and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Ind AS contained in this Letter of Offer. Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is dependent on your familiarity with Ind AS and the Companies Act. Any reliance by persons not familiar with Ind AS on the financial disclosures presented in this Letter of Offer should accordingly be limited.

33. We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled "*Industry Overview*" of this Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, the industry data mentioned in this Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Preliminary Placement Document in this context.

34. If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of processing may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.

We believe that going forward, our profitability and competitiveness will depend in large part on our ability to maintain low cost of operations, including our ability to process and supply sufficient quantities of our products as per the agreed specifications. If we are unable to respond or adapt to changing trends and standards in technologies and equipment, or otherwise adapt our technologies and equipment to changes in market conditions or requirements, in a timely manner and at a reasonable cost, we may not be able to compete effectively and our business, financial condition and results of operations may be adversely affected.

EXTERNAL RISK FACTORS

35. The GoI has implemented a new national tax regime by imposing GST.

The GoI has implemented a comprehensive national GST regime from July 01, 2017 that will combine taxes and levies by the Central and State Governments into a unified rate structure. GST is a dual levy with state GST and central GST. Central GST will replace the current central taxes and duties such as excise duty, service tax, counter veiling duty, special additional duty of customs, central charges and cesses. The state GST will replace local state taxes like VAT, CST, octroi and others including state cesses and charges. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Our business being construction centric, most of the current central taxes and duties and local state taxes and duties are applicable to our business. We are in the process to understand the quantification of the impact of this development at this stage due to limited information available in the public domain. If we are taxed at a higher rate than the current tax rates, our financial condition and results of operations may be adversely affected. Further, we may also be required to make changes in our internal process to adapt to the requirements of GST. We cannot assure you if we will be able to effectively carry out such changes. To ensure compliance with the requirements of the GST laws, we may also need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

36. Slowdown in economic growth in India could cause our business to suffer.

Our performance and growth are dependent on the health of the Indian economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any significant change may adversely affect our business and financials.

37. Our business and activities may be regulated by the Competition Act, 2002.

The Competition Act, 2002, as amended (the "**Competition Act**"), was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the Competition Commission of India (the "**CCI**") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and may result in substantial penalties. Any agreement among competitors which directly or indirectly determines purchase or sale prices, directly or indirectly results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of customers in the relevant market or any other similar way, is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. The Competition Act also prohibits the abuse of dominant position by any enterprise. If it is demonstrated that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. Consequently, all agreements entered into by us may fall within the purview of the Competition Act.

Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, we cannot predict the impact of the provisions of the Competition Act on the agreements entered into by us at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and cash flows.

38. Financial instability in other countries may cause increased volatility in Indian and other financial markets.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

39. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in offer document, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing.

Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for non-compliance have been prescribed under the Companies Act, 2013, which may subject our Company, Directors, and key managerial employees to such penalties and formal actions as prescribed under the Companies Act, 2013, if we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could harm our reputation. To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or

clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

40. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments and failure to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis may affect our results of operations.

Modernization and technology up gradation is essential to reduce costs and increase the output. Our production technology may become obsolete or may not be upgraded timely, hampering our operations and financial conditions. Although we believe that we have installed plant and machineries with the latest upgraded technology suitable for yarn production, we shall further continue to keep our technology updated. In case of availability of an updated technology in the industry, we may be required to implement new technology as failure to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis may affect our results of operation. Further, the cost in upgrading our technology may be significant which could substantially affect our finances and operations.

41. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

42. Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business.

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may

disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our customers or business partners are affected by such natural disasters or epidemics.

An outbreak or epidemic, such as SARS, the H1N1 and H5N1 viruses or COVID-19 could cause general consumption or the demand for various products to decline, which could result in reduced demand for our services. Such an outbreak or epidemic may significantly interrupt our business operations as health or governmental authorities may impose quarantine and inspection measures on us or our contractors, or restrict the flow of cargo to and from areas affected by the outbreak or epidemic.

Furthermore, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares. We may also face difficulty in accessing certain parts of India at certain times of the year or under adverse or inclement weather conditions.

43. Changing laws, rules and regulations and legal uncertainties in India and other countries may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

Further, the Government of India has announced the union budget for the Fiscal 2023, pursuant to which the Finance Bill, 2021 ("**Finance Bill**") has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021 ("**Finance Act**"). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

44. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders rights including in relation to class actions, under Indian law may not be as extensive as

shareholders rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction. Further, our Company's Articles of Association, composition of our Company's Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another country or jurisdiction.

45. Adverse geopolitical conditions such as increased tensions between India and China, could adversely affect our business, results of operations and financial condition.

Adverse geopolitical conditions such as increased tensions between India and China resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries imposing restrictions on the import or export of products or raw materials, among others, and affect our ability to procure raw materials required for our manufacturing operations. We could also be affected by the introduction of import tariffs in India, or in the countries to which we export our products, or changes in trade agreements between countries.

46. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time-to-time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

RISKS IN RELATION TO EQUITY SHARES

47. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlement.

48. SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, October 01, 2021 (SEBI Rights Issue Circular) streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue circulars and ensure completion of all

necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Rights Issue Circulars, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall be participate in the Issue only in accordance with the applicable laws in their respective jurisdictions.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

49. We cannot guarantee that the Equity Shares issued under this Issue will be listed on the Stock Exchanges in a timely manner, if at all.

In accordance with Indian law and practice, after our Board or committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the investors, we are required to apply to the Stock Exchanges for final approval for listing and trading of the Equity Shares. There could be a failure or delay in obtaining these approvals from the Stock Exchanges, which in turn could delay the listing of the Equity Shares on the Stock Exchanges. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period. Any failure or delay in obtaining these approvals would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, may not be indicative of the prices at which the Equity Shares will trade in the future.

50. Any future issuance of Equity Shares by us or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares

Any future issuance of our Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

51. Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the trading price of our Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or

where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

52. Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares

Under current Indian tax laws and regulations, capital gains arising from the sale of shares in an Indian company are generally taxable in India. Previously, any gain realised on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long-term capital gains tax in India if securities transaction tax ("STT") was paid on the sale transaction. However, the Finance Act, 2018, now seeks to tax on such long-term capital gains exceeding ₹ 100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our Equity Shares Rights Entitlements.

Further, the Finance Act, 2019, which has been notified with effect from April 1, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019; however, these amendments will come into effect from July 1, 2020. The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

53. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

54. Overseas shareholders may not be able to participate in the Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company may not offer such rights to the holders of Equity Shares who have a registered address in the United States unless: (i) a registration statement is in effect, if a registration statement under the US Securities Act is required in order for the Company to offer such rights to holders and sell the securities represented by such rights; or (ii) the offering and sale of such rights or the underlying securities to such holders are exempt from registration under the provisions of the US Securities Act. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in future rights offerings and may experience a dilution in their holdings as a result.

55. The Issue Price of the Rights Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Rights Equity Shares will be determined by our Company in consultation with the Lead Manager. This price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

56. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

57. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

58. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be

transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

59. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

60. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

61. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

62. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

SECTION III – INTRODUCTION

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board on May 10, 2022 pursuant to section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio is approved by the Rights Issue Committee at their meeting held on August 01, 2022.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, detailed information included in "*Terms of the Issue*" beginning on page 159 of this Letter of Offer.

Rights Equity Shares being offered by our Company	36,16,560 Equity Shares
Rights Entitlement	9 Rights Equity Share for every 25 fully paid-up Equity Share(s) held on the Record Date
Record Date	August 10, 2022
Face value per equity share	₹ 10.00/- each
Rights Price (Issue Price) per equity share	₹ 100 per Equity Share (including a premium of ₹ 90 per Equity Share)
Dividend	Such dividend, in proportion to the amount paid-up on the Rights Equity Shares, as may be recommended by our Board and declared by our Shareholders, as per applicable law.
Issue Size (Rights Size)	Up to ₹ 3616.56 Lakhs[#] [#]*To be adjusted as per the Rights Entitlement ratio*
Equity Shares subscribed, paid–up and outstanding prior to the Issue	1,00,46,000 paid-up Equity Shares of face value of ₹ 10.00/- each. For details, see "*Capital Structure*" beginning on page 47
Equity Shares subscribed, paid–up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	Up to 1,36,62,560[#] Equity Shares [#]*Assuming full subscription*
Security codes for the Equity Shares	**ISIN for Equity Shares**: INE869Y01010 **ISIN for RE Equity Shares**: INE869Y20010 **NSE SYMBOL**: TEMBO
Terms of the Issue	For details, see "*Terms of the Issue*" beginning on page 159
Terms of Payment	The full amount is payable on application
Use of Issue Proceeds	For details, see "*Objects of the Issue*" beginning on page 52

For details in relation fractional entitlements, see "Terms of the Issue – Fractional Entitlements" beginning on page [●].

GENERAL INFORMATION

Our Company was originally incorporated as SAKETH EXIM PRIVATE LIMITED at Mumbai, Maharashtra as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 16, 2010 bearing registration number 204331 issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company changes to "Saketh Exim Limited" on account of conversion from private company into public company consequent to effect legal status in accordance with Fresh Certificate Of Incorporation Consequent Upon Conversion To Public Limited Company dated December 19, 2017 issued by Registrar of Companies, Maharsahtra, Mumbai. Further, name changed to "Tembo Global Industries Limited" in accordance with fresh certificate of incorporation pursuant to name change dated March 13, 2020 issued by Registrar of Companies, Mumbai. Our Company was listed on Emerge Platform of National Stock Exchange of India Limited on August 13, 2018 vide listing and trading approval from National Stock Exchange of India Limited dated August 13, 2018. Further, our Company migrated to main board of National Stock Exchange of India Limited vide listing and trading approval dated April 23, 2021. The Corporate Identification Number is L24100MH2010PLC204331.

REGISTERED OFFICE OF OUR COMPANY

Plot No- PAP D- 146/ 147, TTC MIDC,
Turbhe, Navi Mumbai-400705, India.
Tel: 022- 27620641/022- 27620642
Email: md@tembo.in
Website: www.tembo.in

REGISTRAR OF COMPANIES

100, Everest, Marine Drive,
Mumbai-400002, Maharashtra.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Tasneem Husain Marfatia
Plot No- PAP D- 146/ 147, TTC MIDC,
Turbhe, Navi Mumbai-400705, India.
Tel: 022- 27620643
Email: cs@sakethexim.com

BOARD OF DIRECTORS

The following table sets out the brief details of our Board as on the date of this Letter of Offer:

NAME	DIN	DESIGNATION	ADDRESS
Jehan Darayus Variava	07825744	Chairman and Non-Executive Independent Director	504, Chokisheri, Nanpura, Surat, Gujarat-395001
Jasbir Singh Anand	08017248	Independent Director	B-10, Flat No. 202, Avantika Chs Kalpak Estate, Antop Hill Mumbai - 400037
Sanjay Jashbhai Patel	01958033	Managing Director	143/4.Bhuva Cottage.1st Floor R.No.9, Indulal Bhuva Marg Sewree Wadala Mumbai-400031
Shalin Sanjay Patel	08579598	Executive Director	143/4, Bhuva Cottege Indulal, Bhuva Marg, SIWS College, Wadala west , Mumbai 400031.
Fatema Shabbir Kachwala	06982324	Whole time Director	B/408, Raj Mandir Chsl, Off Yari Road, Versova, Andheri West Mumbai Maharashtra 400061
Smita Sanjay Patel	00348305	Non- Executive	143/4, Bhuva Cottege Indulal, Bhuva Marg,

NAME	DIN	DESIGNATION	ADDRESS
		Director	SIWS College, Wadala west, Mumbai 400031

The details of Intermediaries are as follows:

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FEDEX SECURITIES PRIVATE LIMITED 3rd Floor, B Wing, Jay Chambers, Nanda Patkar Road, Vile Parle (E), Mumbai – 400 057, Maharashtra, India **Tel No.**: +91 81049 85249 **Fax No.**: 022 2618 6966 **E-mail**: mb@fedsec.in **Website**: www.fedsec.in **Contact Person**: Yash Kadakia **SEBI Registration Number**: INM000010163 **Investor Grievance E-Mail**: mb@fedsec.in	**BIG SHARE SERVICES PRIVATE LIMITED** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093 **Tel No.:** 022 62638222 **Fax No.:** 022 62638299 **E-mail**: rightsissue@bigshareonline.com **Contact Person**: Mr. Vijay Surana **Website:** www.bigshareonline.com **SEBI Registration No.:** INR000001385 **Investor Grievance E-Mail**:investor@bigshareonline.com
STATUTORY & PEER REVIEW AUDITOR	**LEGAL ADVISOR**
M/S.RA MARU & ASSOCIATES C/4, Khandwala Apatments Chsl, Vakola Pipe Line, Gaodevi, Santacruz (East), Mumbai-400055 **E-mail Id:** carumeetmaru@gmail.com **Tel No:** 8080394548 **Contact Person:** Rumit Anil Maru **Reg. No.:** 141914W **Peer Review Certificate No.:** 010094	**ABRAHAM & ASSOCIATES** 106A, Vikas Building, 11th Bank Street, Fort. Mumbai-400001 **Tel No:** 9920057537/ 9769273834 **Email Id:** alex.ab.2009@gmail.com/ info@hjcadvisory.com **Contact Person:** Alex Abraham **Bar Council Registration No.:** MAH/345/2021
BANKERS TO THE ISSUE	**BANKER TO THE COMPANY**
ICICI BANK LIMITED **Address:** Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020 **Tel No:** 022-66818911/23/24 **Email Id:** sagar.welekar@icici.com **Website:** www.icicibank.com **Contact Person:** Mr. Sagar Welekar **SEBI Registration No.:** INBI00000004	**BANK OF INDIA** Turbhe Branch, Plot No. 34, Sector - 24, Turbhe, Navi Mumbai – 400705 **Tel No:** 022 27830266 , 022 27832341 **Email Id:** Turbhe.Navimumbai@bankofindia.co.in **Website:** www.bankofindia.co.in **Contact Person:** Mrs. Jayalaxmi Salian

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement.

For details on the ASBA process, see "*Terms of the Issue*" beginning on page 159 of this Letter of Offer.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks ("SCSBs")

The lists of SCSBs notified by SEBI to act as SCSB for the ASBA process are available on the website of SEBI on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details of the Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

Registrar to the Issue and Share Transfer Agents ("RTA")

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Collecting Depository Participants ("CDP")

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Fedex Securities Private Limited being sole Lead Manager to this Issue, all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them. Hence, a statement of inter-se allocation of responsibilities is not required.

CREDIT RATING

This being a Rights Issue of Equity Shares, credit rating is not required.

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

MONITORING AGENCY

As per Regulation 82 of SEBI ICDR Regulations, the issue size is not exceeding ₹10000.00 Lakhs, therefore appointment of monitoring agency is not applicable to this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

UNDERWRITING

This Right Issue is not underwritten and our Company has not entered into any underwriting arrangement.

CHANGES IN AUDITORS DURING THE LAST THREE YEARS

There has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of this Letter of Offer.

FILING

This Letter of Offer is being filed with the Stock Exchanges i.e., National Stock Exchange of India Limited to obtain In-Principle approval. The letter of Offer shall be submitted with Stock Exchanges and SEBI for information and dissemination purpose as per the provisions of the SEBI ICDR Regulations.

In light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Draft Letter of Offer / Letter of Offer to the e-mail address: *cfddil@sebi.gov.in .*

MINIMUM SUBSCRIPTION

Since, the proposed Rights Issue is for an amount less than ₹ 5000 Lakhs minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations read with Regulation 60 and Regulation 3 is not applicable. Accordingly, the Rights Issue size would stand reduced to the extent of undersubscription.

ISSUE SCHEDULE

Particulars	Day and Date
Last Date for credit of the Rights Entitlements	August 19, 2022
Issue Opening Date	August 22, 2022
Last Date for On Market Renunciation of the Rights Entitlements#	August 29, 2022
Issue Closing Date*	September 05, 2022
Finalization of Basis of Allotment (on or about)	September 12, 2022
Date of Allotment (on or about)	September 13, 2022
Date of credit (on or about)	September 15, 2022
Date of listing (on or about)	September 19, 2022

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., September 01, 2022 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., September 02, 2022.

CAPITAL STRUCTURE

The Share Capital of our Company as on the date of the Letter of Offer and after the proposed Issue is set forth below:

(Amount in Lakhs, except the share data)

Sr. No.	Particulars	Aggregate value at	
		Face value	Issue Price
1	**AUTHORISED SHARE CAPITAL**		
	2,20,00,000 Equity Shares of face value of ₹ 10.00/- each	2200.00	-
2	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL**		
	1,00,46,000 fully paid-up Equity Shares of face value of ₹ 10.00/- each	1,004.60	-
	PRESENT ISSUE IN TERMS OF THE LETTER OF OFFER (*)		
	36,16,560 Equity shares of face value of ₹ 10.00/- each at a price of ₹ 100/- per Equity Share (including premium of ₹ 90 per share)	Upto ₹361.66	Upto ₹ 3616.56
3	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE****		
	Up to 1,36,62,560 fully paid-up Equity Shares of face value ₹ 10.00/- each	Upto ₹1366.26	Upto ₹13662.56
4	**SECURITIES PREMIUM ACCOUNT**		
	Before the issue i.e., March 31, 2022^^		179.28
	After the Issue ^**		3434.18

**The present Issue has been authorised by the Board of Directors of vide a resolution at its meeting held on May 10, 2022.*

***Assuming full subscription for and allotment of the Rights Equity Shares.*

^Subject to finalisation of Allotment.

^^As certified by the R A Maru & Associates, Statutory Auditor vide it certificate dated July 15, 2022 bearing UDIN 22166417AMYBIW2952

Confirmations

As on the date of this Letter of Offer, the Promoter and Promoter Group hereby confirm that:

1. Except as mentioned below no other Equity Shares of our Company held by our Promoters are locked in, pledged & encumbered as mentioned below:

Sr. No.	Name of the Promoters	Nature	No. of Shares
1	Sanjay Patel	Shares Pledged	2,50,280.00
2	Fatema Kachwala	Shares Pledged	3,72,280.00
	Total		**6,22,560.00**

2. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Letter of Offer. The Rights Equity Shares, when issued shall be fully paid up. For details on the terms of this Issue, see "*Terms of the Issue*" on page 159.

3. No Equity Shares have been acquired by any of the other Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Letter of Offer.

4. As on the date of this Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

5. As on the date of this Letter of Offer, our Company does not have a stock option scheme

Intention and extent of participation by our promoter and promoter group:

Pursuant to the letter dated June 11, 2022, our Promoter and Promoter group, has undertaken that:

a. *they would subscribe, jointly and / or severally only to the extent of upto ₹ 500.00 Lakhs;*

b. *they would not subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of the SEBI Takeover Regulations; and*

c. *they may renounce their rights entitlement*.

The aforementioned subscription of Rights Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

Ex-Rights price per Equity Share

The ex-rights price per Equity Share as per Regulation 10(4)(b)(ii) of the SEBI Takeover Regulations is ₹ 136.18. The ex-rights price per Equity Share has been calculated assuming full subscription to the Issue.

Shareholding pattern

Set forth below is the shareholding pattern of our Company as at June 30, 2022 in accordance with Regulation 31 of the SEBI Listing Regulations and can be accessed at www.tembo.in

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI =VII +X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B +C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
À	Promoter and Promoter Group	7	73,10,000	0	0	73,10,000	72.77	73,10,000	72.77	-	-	-	-	6,22,560	8.52	73,10,000
B	Public	1661	27,36,000	0	0	27,36,000	27.24	27,36,000	27.23	-	-	-	-	-	-	27,36,000
C	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI =VII +X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
C1	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	**1668**	**1,00,46,000**	**-**	**-**	**1,00,46,000**	**100**	**1,00,46,000**	**100**	**-**	**-**	**-**	**-**	**6,22,560**	**6.20**	**1,00,46,000**

Shareholding pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

1. The statement showing holding of the Equity Shares of the persons belonging to the "Promoter and Promoter Group" as on June 30, 2022, can be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=TEMBO&tabIndex=equity

2. The statement showing holding of the Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of the Equity Shares as on June 30, 2022, can be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=TEMBO&tabIndex=equity
3. The statement showing holding of the Equity Shares of persons belonging to the category "Non-Promoter-Non-Public shareholder" can be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding pattern?symbol=TEMBO&tabIndex=equity =.
4. The statement showing holding of the Equity Shares of persons belonging to the category "Significant Beneficial Owners" as on June 30, 2022, can be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=TEMBO&tabIndex=equity.

The list of shareholders holding 1% or more of the paid-up capital of our Company is as under as on June 30, 2022:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue capital (in %)
1.	Fatema Shabbir Kachwala	32,07,000	31.92
2.	Sanjay Jashbhai Patel	12,51,750	12.46
3.	Taruna P. Patel	10,38,750	10.34
4.	Smita S. Patel	8,88,750	8.85
5.	Piyush Jashbhai Patel	6,23,750	6.21
6.	Ravi Goyal (Huf)	2,25,500	2.24
7.	Ravi Goyal	2,20,000	2.19
8.	Dinesh Kumar Jain	2,04,012	2.03
9.	Bond Street Jewellers (L.L.C)	1,91,021	1.90
10.	Priyanka Piyush Patel	1,50,000	1.49
11.	Rushil Piyush Patel	1,50,000	1.49
	Total	**81,50,533**	**81.13**

OBJECTS OF THE ISSUE

The Net Proceeds from the Issue are proposed to be utilised by our Company for the following objects *(collectively referred to as "Objects")*:

1. Working Capital Requirement
2. Repayment of certain outstanding borrowings
3. General corporate purposes

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities.

In addition to the aforementioned objects, our Company intends to strengthen its capital base

Net Proceeds

The details of the proceeds of the Issue are summarised in the table below:

Particulars	Estimated Amount *(₹ In lakhs)*
Gross Proceeds from the Issue*	3616.56
Less: Issue Related Expenses	45.00
Net Proceeds	**3571.56**

**Assuming full subscription.*

Utilization of Net Proceeds and schedule of implementation and deployment

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

(₹ In Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilisation of Net Proceeds in FY 2022-23
Working Capital	1909.92	1909.92
Repayment of loan	866.00	866.00
General corporate purposes *	795.64	795.64

**The amount shall not exceed 25% of the Gross Proceeds.*

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment, interest or exchange rate fluctuations, taxes and duties, working capital margin and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management. Subject to applicable law, if the actual utilisation towards reduction of borrowings, working capital and issue expenses is lower than the proposed deployment, the balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial years towards the aforementioned objects.

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy.

Details of the Objects of the Issue

1. Working Capital Requirements

Our Company manufactures and fabricates various steel products which are meant for its application in Pipe Support Systems, HVAC Systems, Anti-vibration System and Equipments for Industrial, Commercial, Utility and OEM Installations. We have to provide credit period to our Customers in order to maintain steady flow of orders. Further, our business is mainly export oriented and hence this increases our inventory holding periods. We fund the majority of our working capital requirements in the ordinary course of our business from our borrowings inclusive of working capital facility availed from various banks and financial institution and internal accruals.

Basis of estimation of incremental working capital requirement:

Details of Company's working capital as at Financial year 2021-22, 2020-21 & 2019-20 based on Restated Standalone Financial Information of our Company as set out in the table below:

(₹ In lakhs)

Particulars	2022-23# (Estimated)	2021-22*	2020-21*	2019-20*
Current Assets				
Inventories	4077.68	2652.29	1899.34	1301.88
Trade Receivables	4447.00	2702.61	3048.17	2018.85
Cash and Cash Equivalents	299.29	10.83	2.51	2.19
Short Term Loans and Advances	0	45.57	20.71	15.58
Other Current Assets	729.27	1010.73	712.95	642.96
Total	**9553.24**	**6422.03**	**5683.69**	**3981.45**
Current Liabilities				
Trade Payables				
(a) Total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.00	0.00
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1925.39	1616.23	1638.03	1107.48
Other financial liabilities	0	170.27	202.37	81.50
Lease Liabilities	0	6.99	-	63.53
Provisions	69.83	44.26	37.72	29.81
Employee benefit obligations	0	1.44	-	-
Other Current Liabilities	133.22	490.79	83.73	39.93
Total	**2128.44**	**4045.44**	**3923.63**	**2420.90**
Net Working capital	**7424.80**	**2376.60**	**1760.06**	**1560.55**
Sources of funds				
Short Term Borrowings	2850.00	1715.45	1961.78	1098.64
Internal Accruals	2664.88	2376.6	1760.06	1560.56
Proceeds from Right Issue	1909.92	-	-	-

**Certified by R A Maru & Associates, pursuant to their certificate dated July 21, 2022 bearing UDIN: 22166417ANIREY2518*

 # Certified by R A Maru & Associates, pursuant to their certificate dated July 31, 2022.

Assumptions for our estimated working capital requirement:

Particulars	2022-23 (Estimated)	2021-22 (Actuals)	2020-21 (Actuals)	2019-20 (Actuals)
Current Assets				
Inventories	61.36	55.18	66.66	60.24
Trade Receivables	66.92	56.22	106.98	93.41
Cash and Cash Equivalents	4.50	0.23	0.09	0.10
Short Term Loans and Advances	0.00	0.95	0.73	0.72
Other Current Assets	10.97	21.03	25.02	29.75
Total	**143.75**	**133.60**	**199.49**	**184.22**
Current Liabilities				
Trade Payables	28.97	33.62	57.49	60.24
Other financial liabilities	0.00	3.54	7.10	3.77
Lease Liabilities	0	0.15	0	2.94
Provisions	1.05	0.92	1.32	1.38
Employee benefit obligations	0.00	0.03	0	0
Other Current Liabilities	2.00	10.21	2.94	1.85
Total	**32.03**	**48.47**	**68.86**	**60.24**
Net Working capital	**111.73**	**85.13**	**130.63**	**123.04**

The table below sets forth the key assumptions for our working capital projections.

Particulars	Assumptions and Justification
Current Assets	
Inventories	Increase in inventory on account of sales growth. The said sales growth will increase the value of inventory.
Trade Receivables	The value of trade receivables will increase in line with the increase in business
Cash and Cash Equivalents	The balance of cash and cash equivalent are maintained at a minimum level to have the efficient running of business in day to day operations
Short Term Loans and Advances	The Balance at a minimum level to have the efficient running of business in day to day operations.
Other Current Assets	The value of other current assets will increase in line with the increase in business
Current Liabilities	
Trade Payables	Value of trade payables will increase in line with the increase in business.
Other Current Liabilities	Value of other current liabilities will increase in line with the increase in business

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned object of the Offer, as per the estimated schedule of utilisation specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the aforementioned object, in accordance with applicable law.

For further details, please refer to *"Financial Information"* on page 100, respectively.

2. Repayment of certain outstanding borrowings

Our Company has certain outstanding borrowings, for details of the total borrowings and their history, see "***Restated Financial Statements***" on page 100. Our Company proposes to utilise an estimated amount of upto ₹ 866.00 Lakhs from the Net Proceeds towards prepayment, repayment or redemption (earlier or scheduled) of all or a portion of certain borrowings availed by our Company.

Given the nature of these borrowings and the terms of prepayment, repayment or redemption (earlier or scheduled), the aggregate outstanding borrowing amounts may vary from time to time. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits.

The following table sets forth details of certain borrowings availed by our Company, out of which our Company may prepay, repay or redeem (earlier or scheduled), all or a portion of, any or all of the borrowings:

Sr. No.	Name of the lender	Nature of Borrowing	Amount Sanctioned (₹ In lakhs)	Amount outstanding as on July 15, 2022 (₹ In lakhs)
1.	Aditya Birla Finance Limited	Capital Expenditure	668.00	569.00
2.	Aditya Birla Finance Limited (GECL)	Working Capital	197.00	197.00
3.	Smita Sanjay Patel	Director Borrowings	100.00	100.00
		Total	**965.00**	**866.00**

As certified by Statutory Auditor R A Maru & Associates., Chartered Accountants, Chartered Accountants by way of their certificate dated July 20, 2022 bearing UDIN No.: 22166417ANHJMP2686.

The selection of borrowings proposed to be prepaid, repaid or redeemed (earlier or scheduled) out of the borrowings provided above, shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, (iii) terms and conditions of such consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any law, rules, regulations governing such borrowings, and (vi) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Payment of interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds of the Fresh Issue.

The repayment of Borrowings by utilizing the Net Proceeds will help reduce our outstanding indebtedness and improve our debt-to-equity ratio. In addition, we believe that the improved debt-to-equity ratio will enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

3. General Corporate Purposes

Our Company intends to deploy any balance Net Proceeds towards general corporate purposes, not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

General corporate purposes may include, but are not restricted to, the following:

a. strategic initiatives;
b. funding growth opportunities;
c. strengthening marketing capabilities and brand building exercises;
d. meeting ongoing general corporate contingencies;

e. meeting fund requirements of our Company, in the ordinary course of its business;
f. meeting expenses incurred in the ordinary course of business; and
g. any other purpose, as may be approved by the Board, subject to applicable law.

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Estimated Expenses for the issue

The total expenses of this Issue are estimated to be ₹ 45.00. The break-up of the Issue expenses is as follows:

(₹ in Lakhs)

Activity	Estimated Expense	% of Total Expenses	As a % of Issue size
Fee payable to the Lead Manager	13.00	28.89	0.36
Fee payable to the Registrar	1.50	3.33	0.04
Fee to the legal advisors and other professional service providers and statutory fee	1.00	2.22	0.03
Fee payable to regulators, including depositories and Stock Exchanges	10.00	22.22	0.28
Advertising, marketing expenses, shareholders outreach, etc	12.00	26.67	0.33
Other expenses (including miscellaneous expenses and stamp duty)	7.50	16.67	0.21
Total estimated issue expenses	**45.00**	**100.00**	**1.24**

Notes:

1. *Assuming full subscription and Allotment of the Rights Entitlement. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall adjusted with the amount allocated towards general corporate purposes*
2. *The fund deployed out of internal accruals up to August 04, 2022 is ₹ 7.25 Lakhs towards issue expenses vide certificate dated August 04, 2022 bearing UDIN 22166417AOHZQK9953 received from R A Maru & Associates, Chartered Accountants and the same will be recouped out of issue proceeds reserved for Issue Expenses.*

Strategic and/or Financial Partners

There are no Strategic and Financial partners.

Appraisal

None of the Objects of the Issue have been appraised by any bank or financial institution.

Government approvals

There are no material pending government or regulatory approvals pertaining to the objects of the Issue.

Bridge Financing Facilities

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Letter of Offer, which are proposed to be repaid from the Proceeds of this Rights issue.

Interim Use of Funds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Rights issue proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends and will deposit the Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. Our Company

confirms that it shall not use the Net Proceeds for any buying, trading, or otherwise dealing in the shares of any other listed company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Additionally, in compliance with Regulation 66 of the SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group or Group Companies.

Monitoring of Utilization of Funds

Since the proceeds from the Issue are less than ₹ 10,000 lakhs, in terms of Regulation 82(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for this Issue. Our Board of Directors will monitor the utilization of the Issue Proceeds. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Balance Sheet of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Clause 32 of the SEBI Listing Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Clause 32 of the SEBI Listing Regulation, the Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

Other Confirmations

Our Promoters, Promoter group, directors and key managerial personnel have no interest in any of the objects as stated above and other related matters thereof except repayment of borrowing from Smita Patel, one of the Promoter and Director of our Company.

STATEMENT OF SPECIAL TAX BENEFITS

To
The Board of Directors
Tembo Global Industries Limited (Formerly known as Saketh Exim Limited)

Subject: Statement of Special tax benefits ("the Statement") available to Tembo Global Industries Limited ("the Company") and the shareholders of the Company in connection with the proposed rights issue of equity shares of the Company under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018, as amended ("Regulations")

Dear Sirs,

We, the statutory auditors of the Issuer, have been requested by the Company to issue a report on the special tax benefits available to the Company and its shareholders attached for inclusion in the Letter of Offer in connection with the proposed rights issue of equity shares of the Company (the "Issue").

The Statement has been prepared by the management of the Company and initialed by us for identification purpose only. The statement showing the current position of special direct tax benefits available to the Company and the shareholders of the Company as per the provisions of Income-tax Act 1961 ("IT Act") (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2020 and Taxation and Other Laws (Relaxation and Amendment of Certain Provisions) Act, 2020 and special indirect tax benefits solely in relation to the Issue as per the provisions of the Goods and Services Tax Act, 2017 ("GST Act") as amended by Finance Act, 2020, i.e. applicable for the assessment year AY 2021-22 relevant to the financial year 2020-21 for inclusion in the Letter of Offer ("DLOF") for the issue of rights shares is annexed herewith, which we have initialed for identification purposes only.

These possible special tax benefits are dependent on the Company and the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the corresponding tax laws. Hence, the ability of the Company and the shareholders of the Company to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives, the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfill. Further, certain tax benefits may be optional and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the tax laws. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance whether:

i. The Company or the shareholders of the Company will continue to obtain these benefits in future;
ii. The conditions prescribed for availing the benefits have been/would be met;
iii. The revenue authorities/courts will concur with the views expressed herein.

The statement is intended solely for information and the inclusion in the Letter of Offer in connection with the rights issue of equity shares of the Company and for submission to Securities and Exchange Board of India and National Stock Exchange of India Limited and is not be used, referred to or distributed for any other purpose, without our prior consent, provided the below statement of limitation is included in the Letter of Offer.

Limitation

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

For R A Maru & Associates
Chartered Accountants
FRN 141914W

Rumeet Anil Maru
Proprietor
M No. 166417
UDIN: 22166417ANCDBD9240

Place: Mumbai
Date: July 18, 2022

Annexure – I

The information provided below sets out the possible direct and indirect tax benefits (indirect tax benefits solely in relation to the Issue) in the hands of Tembo Global Industries Limited ("the Company") and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax benefits, under the current tax laws presently in force in India. Several of these benefits are dependent upon their fulfilling the conditions prescribed under the relevant direct and indirect tax laws. Hence, the ability of the Company and the shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws. The following overviewis not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. The tax benefits stated below are as per the Income-tax Act, 1961 ("IT Act") as amended from time to time and applicable for financial year 2020-21 relevant to assessment year 2021-22 (AY 2021-22) and special indirect tax benefits solely in relation to the Issue as per the provisions of the Goods and Services Tax Act, 2017 as amended from time to time and applicable for financial year 2020-21.

SPECIAL TAX BENEFITS UNDER THE IT ACT IN THE HANDS OF COMPANY AND THESHAREHOLDERS OF THE COMPANY

1. Direct Tax

Special tax benefits available to the Company under IT Act

- A new section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 i.e. AY 2020-21 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives and comply with other conditions specified in section 115BAA. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") on its book profits under section 115JB. The Company has exercised the above option.
- With respect to a resident corporate shareholder, a new section 80M is inserted in the Finance Act, 2020 w.e.f. 1st April 2021, which provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from suchher domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub- section (1) of section 139. Special tax benefits available to the shareholders.
    - The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. The shareholders would be eligible to claim the credit of such tax in their return of income.
    - The non-resident shareholders can offer the dividend income to tax under the beneficial provisions of the Double Taxation Avoidance Agreement, if any. Further, the non- resident shareholders would be eligible to claim the foreign tax credit, based on thelocal laws of

the country of which the shareholder is the resident.

- There are no other special tax benefits available to the shareholders (other than resident corporate shareholder) of the Company arising out of the proposed rights issue

2. Indirect Tax

Special tax benefits available to the Company and its shareholders under GST Act

Solely in relation to the Issue, there are no special indirect tax benefits available to theCompany or it's shareholders except as available to general exporter in India.

The goods and services are exported either on payment of IGST which are claimed as refund after the goods have been exported, or under bond or Letter of Undertaking (LUT) without payment of IGST.

In case of goods and services exported under bond or LUT, we claim refund of accumulated ITC on account of export.

Export incentives – Types and Benefits

I. Export promotion schemes

1. **RoDTEP:** The Remission of Duty or Taxes on Export Products (RoDTEP) scheme reimburses exporters for embedded central, state and local taxes and duties that were previously not rebated. Refunds are credited to an exporter's ledger account with customs and can be usedto pay customs duty on imports or transferred to other importers. Exporters who wish to avail of the rebate must declare their intention in the shipping bill. The scheme came into effect on January 1, 2021, and replaces the Merchandise Exports from India Scheme (MEIS), whose provisions were declared illegal by the WTO for not complying with its rules on exportsubsidies. However, exports to Special Economic Zones (SEZ), Export Oriented Unit (EOUs) and jobbing units (which process raw material or semi-finished goods) as well as exports made against Advance Authorisation (more on this later) are ineligible for benefits under RoDTEP. Rates for the scheme and the conditions under which it can be availed are yet to be notified. Taxes/duties covered include:

- Central/state taxes on fuel used to transport export products
- State electricity duty levied on manufacturing goods for export
- Coal cess
- Mandi tax, which is a market fee on the sale/purchase of farm produce and is charged by wholesale market bodies called Agricultural Produce Market Committees (APMCs)
- Toll tax
- Stamp duty on import-export documentation.

2. **Service Exports from India Scheme (SEIS):** Under this scheme, exporters of eligible services receive incentives in the form of duty credit scrips at a rate of 3%-7% of the net foreign exchange earned. These scrips can be used to pay customs duty on the import of inputs and central excise duties on local procurement of inputs. They are also transferable (can be passed on to another trader). To make an SEIS claim, an exporter must have an active Importer-Exporter Code (IEC) and minimum net foreign exchange earnings of $15,000. An application can be filed online with the DGFT.

3. **Merchandise Exports from India Scheme (MEIS):**
Under this scheme, exporters of notified goods to notified markets receive transferable duty credit scrips on the realised Free On Board (FOB) value of the export in free foreign exchange at rates of 2% to 7%. The scrips can be used to pay customs/central excise duties on inputs. E-commerce exports made via courier and international post are also eligible for rewards. The MEIS has been withdrawn as of January 1 because it violated WTO rules. It has been replaced by the RoDTEP scheme. For exports made between September 1, 2020, and December 31, 2020, the government has capped rewards at Rs 2 crore per exporter. Furthermore, no MEIS claim will be entertained for IECs obtained on/after September 1, 2020.

4. **Export Promotion Capital Goods (EPCG) Scheme:**

This scheme, according to the DGFT, aims "to facilitate import of capital goods [goods used to produce other goods] for producing quality goods and services and enhance India's manufacturing competitiveness". Under EPCG, capital goods for pre-production, production and post-production can be imported at 0% customs duty – the scheme is also called Zero Duty EPCG. The duty exemption also extends to integrated GST (IGST) and compensation cess. The scheme comes with an export obligation – the goods/services exported must be worth six times the value of duty saved and fulfilled within six years of the exporter's EPCG licence being issued. Domestic procurement of capital goods is allowed with a 25% less export obligation. This scheme is largely beneficial to exporters of engineering and electronic products, basic chemicals and pharmaceuticals, apparel and textiles, plastics, handicrafts, chemicals and allied products, leather and leather products. Service providers eligible for benefits include hotels, tour operators, taxi firms, logistics companies and construction firms.

Note:

For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under the GST and neither any special tax benefits available to the Company or shareholders under the GST Act other than for the Issue.

Notes:

- Our views expressed in this statement are based on the facts and assumptions as indicated in the statement.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.
- We do not assume responsibility to update the views consequent to such changes.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- This statement has been prepared solely in connection with the Rights Issue under the Regulations as amended.

For and on behalf of the Board of Directors

Tembo Global Industries Limited

Name : Shabbir Huseni Merchant
Designation : CFO
Place: Navi Mumbai
Date: July 18, 2022

SECTION IV – ABOUT OUR COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager or any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

GLOBAL STEEL OVERVIEW

Globally, the steel market after the end of Lunar holiday period in China is looking up. The stimulus measures by the governments appear to be the prime mover. The EU is in the midst of implementing $2.19-trillion recovery plan to lend support to the region as well as decarbonisation efforts of steel industry. An investment of $1.9 billion is planned on 55 rail infrastructure projects. A good volume of idle capacities in EU is coming back to action to serve the pick-up of demand in post-Covid market. There is a lot of discussion among member countries in EU on continuation of safeguard measures on steel imports.

Hopefully, the Chinese domestic demand from February onwards is likely to rise on the back of higher construction activity in housing and commercial areas. The stimulus measures by the Chinese government on infrastructure are continuing in railways, bridges, roads, flyovers coastal waterways and infra segments. The proposed cut in export rebate by China is making domestic market relatively more attractive for Chinese producers. In the coming months it may lead to firming up of Chinese export offers. Further, the rising steel production in China is supporting the current high prices of merchant iron ore. Chinese investment in developing infra in ASEAN markets is also helping to boost steel demand in these group of countries.

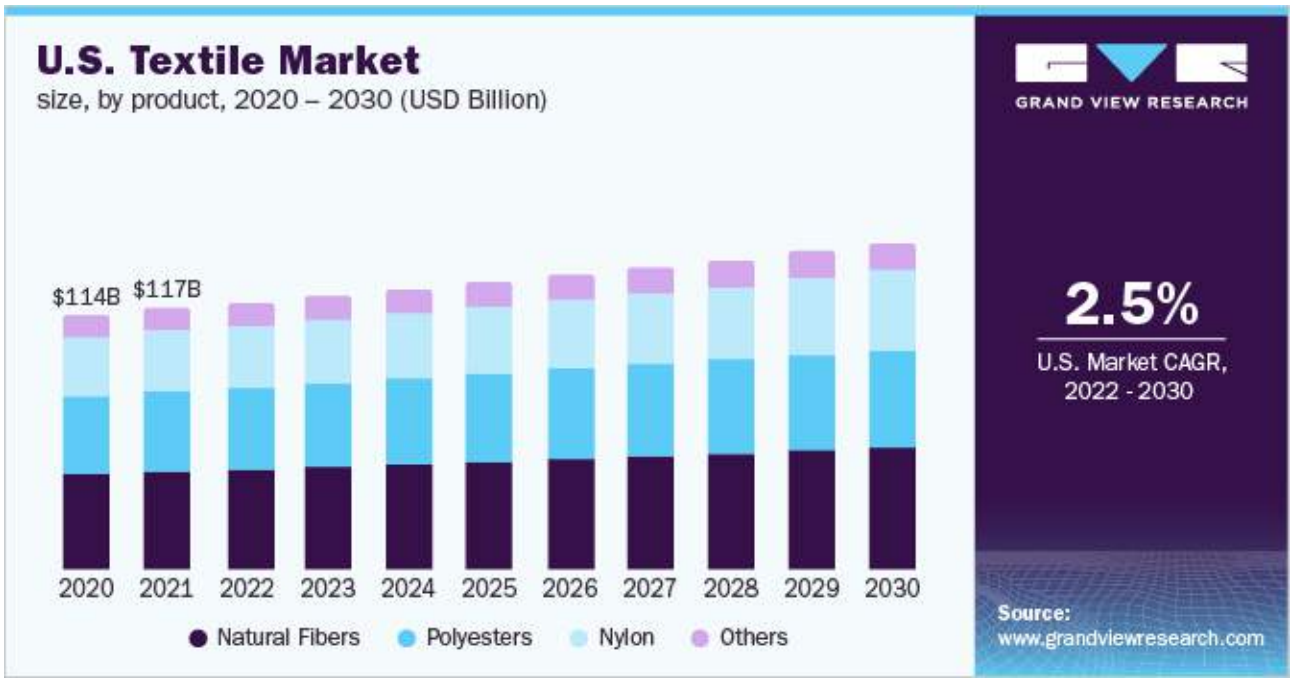
The Philippines has announced a massive $ 20.8 billion for public infrastructure. Indonesia is another country receiving Chinese investment in metal sector. In the US, the president is seeking approval on $1.9-trillion investment primarily for infra sector. It also includes one-off payments to individuals depending on various income levels. It is expected that it would lead to increased spending in the economy. However, the impact of higher infra investment is perceived to contribute to rejuvenate US construction and manufacturing sectors. Steel producers in the US are largely in favour of continuation of 25% duty on steel imports under Section 232 of US Trade Act.

It is, therefore, apparent that public/federal investment on infrastructure in the post-Covid scenario has been accepted as one of the major demand drivers in all developed and emerging economies, and India as the second-largest steel producer has rightly adopted similar capex enhancing measures in the annual budget for FY22. The total capex including IEBR of Rs 11.4 lakh crore for the next year would be spent on roads, railways, metro connectivity, industrial parks, industrial corridors, DFC, transportation of water, oil and gas, transmission towers, affordable housing.

GLOBAL TEXTILE OVERVIEW

The global textile market size was valued at USD 993.6 billion in 2021 and is anticipated to grow at a compound annual growth rate (CAGR) of 4.0% from 2022 to 2030. Increasing demand for apparel from the fashion industry coupled with the growth of e-commerce platforms is expected to drive the market growth over the forecast period. The industry works on three major principles, designing, production, and

distribution of different flexible materials, such as yarn and clothing. Several processes, such as knitting, crocheting, weaving, and others, are largely used to manufacture a wide range of finished and semi-finished goods in bedding, clothing, apparel, medical, and other accessories.



The U.S. is anticipated to be the largest market in the North America region for textiles. It is one of the largest producers, raw cotton exporters, and top raw textile importers. Fashion is the largest application segment in the region owing to the fast-changing fashion trends due to increasing online fast fashion companies. There has been an increasing trend of smart textiles in the market that use optical fibers, metals, and various conductive polymers to interact with the environment. These help in detecting and reacting to various physical stimuli, such as mechanical, thermal, or chemical & electric sources. This is expected to propel the growth of the technical application segment in the market during the forecast period. Increasing consumer preference for sustainable products is forcing major companies to focus on restructuring their business and investing in manufacturing practices that target sustainable products.

For instance, DuPont's plant-based faux fur for performance fashion apparel and Eastman's usage of discarded carpet into new material is expected to open new growth avenues over the forecast period. The recent outbreak of coronavirus disease had acted as a restraint to the global market. Global trade restrictions due to disrupted supply chain and decline in textile product consumption amid lockdown had further negatively impacted the market. However, the market is expected to witness a strong recovery during the forecast period due to government support and increasing public awareness about effective precautionary measures.

(Source: https://www.grandviewresearch.com/industry-analysis/textile-market)

New Players: India, Vietnam and Bangladesh

According to the WTO, India is the third-largest textile manufacturing industry and holds an export value of more than USD 30 billion. India is responsible for more than 6% of the total textile production, globally, and it is valued at approximately USD 150 billion.

Vietnam exceeded Taiwan and ranked the world's seventh-largest textile exporter in 2019 ($8.8bn of exports, up 8.3% from a year earlier), the first time in history. The change also reflects Vietnam's efforts to continuously upgrade its textile and apparel industry and strengthen the local textile production capacity are paying off.

On the other hand, even though apparel exports from Vietnam (up 7.7%) and Bangladesh (up 2.1%) enjoyed fast growth in absolute terms in 2019, their gains in market shares were quite limited (i.e., no change for Vietnam and marginally up 0.3 percentage point from 6.8% to 6.5% for Bangladesh). This result indicates that due to capacity limits, no single country has yet emerged to become the "Next China." Instead, China's lost market shares in apparel exports were fulfilled by a group of Asian countries altogether.

The textile market has experienced a roller coaster ride over the last decade. Due to specific country recessions, crop damage, and lack of product, there has been a variety of issues that hinder the growth of the textile industry. The textile industry in the United States saw serious growth in the last half dozen years and has increased by 14% in that time. Although employment has not significantly grown, it has evened out, which is a large difference from the late 2000s when there were immense layoffs.

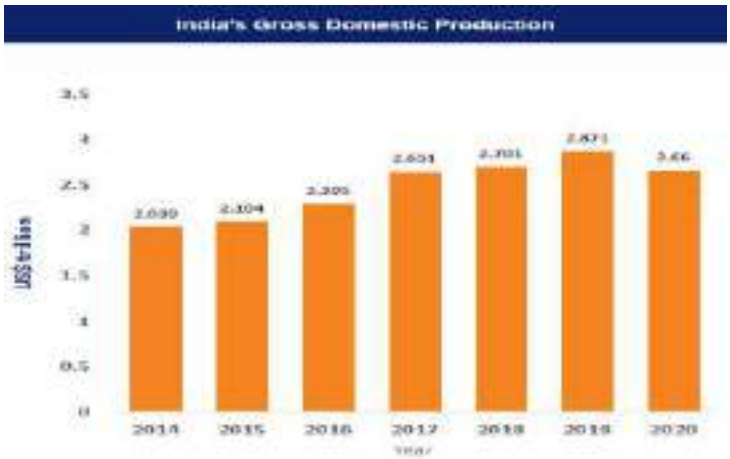
As of today, it is estimated anywhere between 20 million and 60 million people are employed in the textile industry worldwide. Employment in the garment industry is particularly important in developing economies such as India, Pakistan, and Vietnam. The industry accounts for approximately 2% of global Gross Domestic Product and accounts for an even greater portion of GDP for the world's leading producers and exporters of textiles and garments.

(Source: https://www.technologyhq.org/global-textile-industry-overview)

INDIAN ECONOMIC OVERVIEW

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

- India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US$ 3.12 trillion) in FY22.
- India is the third-largest unicorn base in the world with over 100 unicorns with a total valuation of US$ 332.7 billion.



- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.
- According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US$ 634.287 billion mark.

RECENT DEVELOPMENTS

Recent economic developments in India are as follows:

- With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US$ 5.8 billion across 117 deals in February 2022, 24% higher than in January 2022. Some of the important recent developments in the Indian economy are as follows:
- India's merchandise exports were at an all-time high of US$ 417.81 billion in FY22. In April 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 54.7.

- The gross Goods and Services Tax (GST) revenue collection hit an all-time high of Rs. 1.68 trillion (US$ 21.73 billion) in April 2022. This is a 20% increase over the previous year.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US$ 572.80 billion between April 2000-December 2021.
- India's Index of Industrial Production (IIP) for January 2022 stood at 138.4 against 136.6 for January 2021.
- Consumer Food Price Index (CFPI) – Combined inflation was 2.9% in 2021-22 (April-December) against 9.1% in the corresponding period last year.
- Consumer Price Index (CPI) – Combined inflation was 5.20% in 2021-2022 (April-December) against 6.6% in 2020-21
- Foreign portfolio investors (FPIs) invested Rs.50,009 crore (US$ 6.68 billion) in the Calendar year 2021.
- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US$ 31.74 billion) to their accounts.

ROAD AHEAD

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution Mr. Piyush Goyal, on January 21, 2022 said that Indian industry to raise 75 unicorns in the 75 weeks leading up to the country's 75th anniversary next year.

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal said that India will achieve exports worth US$ 1 trillion by 2030.

India's electronic exports are expected to reach US$ 300 billion by 2025-26. This will be nearly 40 times the FY2021-22 exports (till December 2021) of US$ 67 billion.

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus of 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI's revised estimates for July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with the government's budget support to states, strengthened the overall growth of the Indian economy.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third-largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to a shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass the USA to become the second-largest economy in terms of purchasing power parity (PPP) by 2040, as per a report by PricewaterhouseCoopers.

(Source: https://www.ibef.org/economy/indian-economy-overview)

INDIAN ENGINEERING AND CAPITAL GOODS INDUSTRY

The engineering sector is the largest of the industrial sectors in India. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. India's engineering sector

has witnessed a remarkable growth over the last few years driven by increased investment in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India, on its quest to become a global superpower, has made significant stride towards developing its engineering sector. The Government has appointed Engineering Export Promotion Council (EEPC) as the apex body in charge of promotion of engineering goods, products, and services from India. India exports transport equipment, capital goods, other machinery/equipment, and light engineering products such as castings, forgings, and fasteners to various countries of the world. The Indian semiconductor industry offers a high growth potential area because industries which source semiconductors as inputs are witnessing high demand.

India became a permanent member of the Washington Accord (WA) in June 2014. it is now a part of an exclusive group of 17 countries who are permanent signatories of the WA, an elite international agreement on engineering studies and mobility of engineers.

The Indian steel industry is classified into three categories - major producers, main producers and secondary producers.

MARKET SIZE

Electrical equipment market is forecasted to grow at 12% CAGR to reach US$ 72 billion by 2025 from US$ 48-50 billion in 2021. Electrical equipment export market is forecasted to reach US$ 13 billion by 2025, from US$ 8.62 billion in 2021.

The Indian machine tool production and consumption were estimated at Rs. 6,602 crore (US$ 879.38 million) and Rs. 12,036 crore (US$ 1.6 billion) respectively, in FY21.

Market size of textile machinery stood at Rs. 35,000 crores (US$ 5.4 billion) in 2021. Textile industry exports stood at Rs. 3,307 crores in 2020-21, as against Rs 2,556 crores achieved during 2019-20.

The boiler industry's market size stood at US$ 146 million in 2019 and is expected to grow at a CAGR of 6% to reach US$ 194 million by 2025. Export of boilers stood at US$ 106.53 million between April and November 2020, with around 72 million units exported.

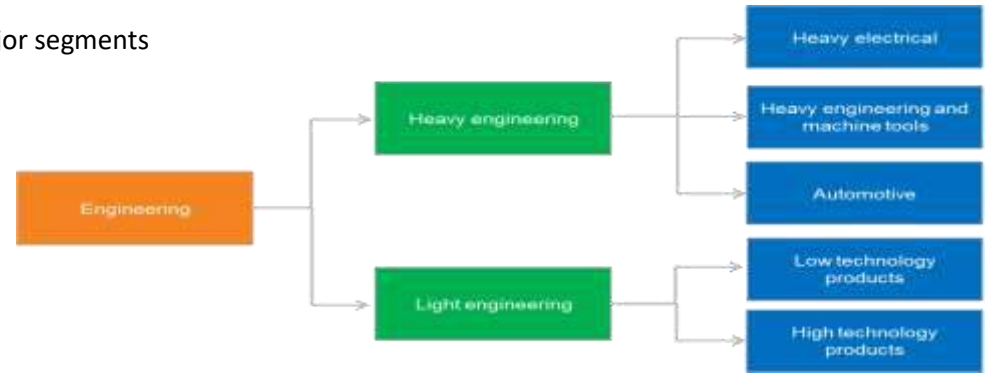
The market size of high voltage switchgear (including panels) and low voltage switchgear (including panels) stood at Rs. 4,793 crore (US$ 679.95 million). In 2021, between April and December, India exported engineering goods worth US$ 81.8 billion compared with the US$ 52.9 billion recorded in the same period in 2020. In December 2021, exports of engineering goods from India stood at US$ 9.7 billion, a 37% YoY growth.

India exports engineering goods mostly to US and Europe, which account for over 60% of the total export. Engineering exports were recorded at US$ 75.90 billion in April (FY20) and reached US$ 60.25 billion in January (FY21). The Index of Industrial Production (IIP) for the electrical equipment manufacturing industry stood at 111.3 in December 2021. The Index of Industrial Production (IIP) for the electrical equipment industry stood at 92.0 in FY21.

According to the National Association of Software and Service Companies (Nasscom), India's share in the global engineering and research and development (ER&D) market is likely to expand at a CAGR of 12-13% to reach US$ 63 billion by 2025.

MARKET OVERVIEW

Two major segments



LIGHT ENGINEERING – KEY SEGMENTS

GOVERNMENT INITIATIVES

The Indian engineering sector is of strategic importance to the economy owing to its intense integration with other industry segments. The sector has been de-licensed and enjoys 100% FDI. With the aim to boost the manufacturing sector, the government has relaxed the excise duties on factory gate tax, capital goods, consumer durables and vehicles.

- To increase the employability of engineering graduates in the country, Ministry of Human Resource Development is working along with Sector Skill Councils (SSCs) under National Skill Development Corporation (NSDC) to undertake apprenticeship/internship embedded degree programmes with a core focus on the development of knowledge, skills, aptitude and on-job training.

- The AICTE has entered into collaborations with the MSME ministry, NHAI and DM offices in 150 districts to facilitate engineering internships for students.

- In the Union Budget 2022-23, the government has given a massive push to the infrastructure sector by allocating Rs. 199,107 crore (US$ 26.52 billion) to enhance the transport infrastructure.

- The government expanded the 'National Infrastructure Pipeline (NIP)' to 9,318 projects worth US$ 2.23 trillion. As of February 2022, there are 2465 projects under development.

- Prime Minister Mr. Narendra Modi, on the country's 75th Independence Day, announced plans to invest Rs. 100 trillion (US$ 1.35 trillion) in infrastructure to stimulate economic development and generate employment.

- In October 2021, the Department of Telecommunications (DoT) approved 31 proposals totaling an investment of US$ 447 million over the next 4.5 years, as part of the PLI scheme for telecom and networking products manufactured in India.

- In October 2021, the Ministry of Textiles allowed pilot projects for application of geo-textiles in infrastructure projects.

- In September 2021, the government announced its PLI scheme of Rs. 10,683 crore (US$ 1.4 billion) for textiles, specifically aimed at boosting production of man-made fibre (MMF) fabric, MMF apparel and technical textiles.

- In September 2021, the Indian government announced a PLI scheme for automobiles and auto components worth Rs. 25,938 crore (US$ 3.49 billion). This scheme is expected to bring investments of Rs. 42,500 (US$ 5.74 billion) by 2026.

- In August 2021, Prime Minister Mr. Narendra Modi launched the Voluntary Vehicle-Fleet Modernisation Program (VVMP), also known as the Vehicle Scrapping Policy. The policy will bring in investments worth Rs. 10,000 crore (US$ 1.35 billion) to set up 450-500 Automated Testing Stations (ATS) and 60-70 Registered Vehicle Scrapping Facilities (RVSF) across the country. A single window clearance portal is being developed where applications for ATS and RVSF will be catered through a single portal within 60 days.

- The government is taking several steps to boost domestic defence manufacturing. In line with this, between FY17 and FY22 (until June 2021), the Indian government has signed 264 contracts for defence equipment procurement, with 159 contracts for armed forces equipment procurement.

- In April 2021, Under the Development cum Production Partner (DcPP) programme, Defence Research and Development Organisation (DRDO) allowed private sector firms to develop and produce missile systems, such as vertical launched surface and air missile system programmes, to promote the domestic defence industry.

- The Indian telecom equipment market is likely to increase owing to the government's Rs. 12,195 crore (US$ 1.6 billion) PLI scheme approved for telecom gear manufacturing in February 2021.

- The National Infrastructure Pipeline (NIP) was launched in 2020 with estimated infrastructure investment of around Rs 111 lakh crore (US$ 1.48 trillion) between FY 2020-2025, which will drive demand for capital goods.

- In FY21, the Indian government constructed 12,205.25 km of National Highways. The daily average length of the national highways constructed during FY21 was 34 km per day.

- In FY21, Rs. 54.22 crore (US$ 7.30 million) was utilised under the scheme on 'Enhancement of Competitiveness in the Indian Capital Goods Sector'.

- Government of India allocated over Rs. 80,250 crore (US$ 12.01 billion) for upgradation of 125,000 kms of rural roads under phase-III of the Pradhan Mantri Gram Sadak Yojana.

ROAD AHEAD

Turnover of the capital goods industry was estimated at US$ 92 billion in 2019 and is forecast to reach US$ 115.17 billion by 2025.

India’s engineering R&D market will increase from US$ 36 billion in FY19 to US$ 63 billion by FY25.

India needs Rs. 235 trillion (US$ 3.36 trillion) worth of investment in infrastructure in the next decade (2020-29). The export of engineering goods is expected to reach US$ 200 billion by 2030.

(Source: https://www.ibef.org/industry/engineering-india)

INDIAN TEXTILE INDUSTRY

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries.

The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector on the other end. The decentralised power looms/ hosiery and knitting sector forms the largest component in the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excluding handmade carpets, carpets and jute mfg. including floor coverings) stood at US$ 29.8 billion between April-December 2021.

The Indian textiles market is expected to be worth more than US$ 209 billion by 2029. India is the world's largest producer of cotton. Production stood at 360.13 lakh bales for the crop year October 2021-September 2022. Domestic consumption for the 2021-22 crop year is estimated to be at 335 lakh bales.

Production of fibre in India reached 2.40 MT in FY21 (till January 2021), while that for yarn, the production stood at 4,762 million kgs during same period.

India's home textile exports grew at a healthy rate of 9% in FY21 despite the pandemic. In the year 2020-21, 1.13 million tonnes of cotton yarn were exported from India.

GOVERNMENT INITIATIVES

Indian government has come up with several export promotion policies for the textiles sector. It has also allowed 100% FDI in the sector under the automatic route. The Rs. 10,683 crore (US$ 1.44 billion) PLI scheme is expected to be a major booster for the textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) apparel, MMF fabrics and 10 segments of technical textiles products.

Other Initiatives taken by Government of India are:

- In March 2022, the Bihar government submitted a proposal to the Union Textiles Ministry to set up a mega hub under the PM Mitra Mega Textile Park.
- In March 2022, Tamil Nadu Chief Minister Mr. MK Stalin announced that the State Industries Promotion Corporation of Tamil Nadu Ltd (SIPCOT) will set up a mega textile park in the Virudhunagar district.
- Under the Union Budget 2022-23, the total allocation for the textile sector was Rs. 12,382 crores (US$ 1.62 billion). Out of this, Rs.133.83 crore (US$ 17.5 million) is for Textile Cluster Development Scheme, Rs. 100 crores (US$ 13.07 million) for National Technical Textiles Mission, and Rs. 15 crore (US$ 1.96 million) each for PM Mega Integrated Textile Region and Apparel parks scheme and the Production Linked Incentive Scheme.

- For the export of handloom products globally, Handloom Export Promotion Council (HEPC) is participating in various international fairs/events with handloom exporters/weavers to sell their handloom products in the international markets under NHDP.
- The Ministry of Textiles has also been implementing Handloom Marketing Assistance (HMA), a component of the National Handloom Development Programme (NHDP), all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.
- In November 2021, Union Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated the desire to target a 3-5x time increase in the export of technical textiles worth US$ 10 billion over the next three years.
- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect from January 1, 2022.

ACHIEVEMENTS

Following are the achievements of the Government in the past four years:

- In June 2021, KVIC recorded a 7.71% growth in gross annual turnover to Rs. 95,741.74 crore (US$ 12.85 billion) from Rs. 88,887 crores (US$ 11.93 billion) in FY20.
- In CY2020, Cotton Corporation of India made a record procurement of ~ 151 lakh bales under MSP operations, which is ~ 290% higher than 38.43 lakh bales procured during the corresponding period last year.
- Under the Scheme for Integrated Textile Parks (SITP), 59 textile parks were sanctioned, out of which, 22 have been completed.
- Employment increased to 45 million in FY19 from 8.03 in FY15.
- Sangam India Ltd, one of the foremost producers in PV dyed yarn, cotton and OE yarn and also ready to stitch fabric, has installed two solar power plants of 5 MW that, on average, helps them to bring down their carbon footprint by at least 20% per annum. SIL also plans to increase the use of recycled fibre, leading to lesser consumption of plastic waste by using it as a raw material.

ROAD AHEAD

India is working on major initiatives, to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on rise. The government is supporting the sector through funding and machinery sponsoring.

Top players in the sector are attaining sustainability in their products by manufacturing textiles that use natural recyclable materials.

The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

(Source: https://www.ibef.org/industry/textiles)

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 21, for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 100 and 142, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Financial Statement.

OVERVIEW

Our Company was originally incorporated as SAKETH EXIM PRIVATE LIMITED at Mumbai, Maharashtra as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 16, 2010 bearing registration number 204331 issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, fresh certificate of incorporation dated December 19, 2017 on account of conversion from private company into public company was issued by Registrar of Companies, Maharashtra, Mumbai in the name of – SAKETH EXIM LIMITED. Further, fresh certificate of incorporation dated March 13, 2020 consequent to change of name was issued by Registrar of Companies, Maharashtra, Mumbai in the name of – "TEMBO GLOBAL INDUSTRIES LIMITED". Our Company was listed on Emerge Platform of National Stock Exchange of India Limited on August 13, 2018 vide listing and trading approval from National Stock Exchange of India Limited dated August 13, 2018. The Company was migrated to main board of National Stock Exchange of India Limited from Emerge platform of National Stock Exchange of India Limited vide listing and trading approval dated April 23, 2021. The Corporate Identification Number is L24100MH2010PLC204331

Tembo Global Industries is an Industrial Powerhouse, with a dominant presence in Manufacturing and Fabrication of Metal Products, used in Pipe Support Systems, Seismic Engineering, Acoustic, Fasteners, Anchors, HVAC, Anti Vibration System and Equipments for Industrial, Commercial, Utility and OEM Installation. We manufacture various engineering products, metal and base metal products like G. I. nuts, various types of bolts, clamps, hangers etc. Further our Product Portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares.

Our customers have access to the most comprehensive Support Systems offered in the industry. These include Pipe Hangers, HVAC, Anti Vibration System, Metal Framing, Cable Tray, Angle, Slotted Channels, Fasteners, Rubber Support Inserts, Threaded Rod, Anchors, I Beams, Torque Steel, ERW Steel Pipes.

We are certified by ISO 9001:2015 for manufacturing of various products i.e., UL and FM approved Pipe Hangers and Support Systems, Anti vibration products, Rubber support inserts, valves, S.S. Floor Drains. This certification confirms to the Quality Management System of our Company in relation to the manufacturing of various products.

Our Company exports its products to a variety of nations, including the United States and the Middle East, and serves a variety of sectors. We also have sales representatives with engineering expertise located throughout the Gulf, European and Asian Countries via our network of distributors for our client's convenience. We have a strong customer base both in India and abroad. These customers have been a part of our Company's success story, which we believe is largely due to our product quality and customer-centric attitude. For the products we make, we also have a strong customer base in India.

All our products are available in various materials and finishes which can be conducive to any project and requirements. We have various finishing coats like Zinc Coat finish, Electro-galvanized finish, Pre-galvanized zinc finish hot-dip galvanized after fabrication finish Zinc Flake Coating Plastic Coating Finish and red primmer

finish Our customers can choose from those wide range of customizations according to their needs and requirements.

Our Company also manufactured flanges in size ranges from ½" to 40". We have an integrated operation include facilities for cutting, forging, ring rolling and machining with CNC lathes, VMC (machining centre), high capacity forging press and mobile manipulator for making big diameter forged round bars. We also have an in-house heat treatment shop and well-equipped laboratory facilities for mechanical and metallurgical testing, PMI testing with X-ray and Optical emission spectroscopy also we have fully equipped radiation Contamination monitoring facilities.

Our Company also engages in textile goods trading. We deal in high-end shirting and finishing textiles. We order the exact demand from our suppliers and make the finished product available to our clients based on the requests we receive for textile items from our customers.

Our revenue from operations and Net Profit after tax for the financial year ending 2019-20, 2020-21 and 2021-22 are mentioned below in table:

₹ in Lakhs

Particulars	2021-22	2020-21	2019-20
Revenue from Operations	17790.61	10467.04	7888.62
Profit after tax	315.83	234.89	238.98

The following depicts the breakup of revenue, percentage-wise for financial year ended March 31, 2022 on the basis of Manufacturing and Trading segments:

Segment wise revenue from operations	₹ in Lakhs	%
Trading of Fabrics of and Textile Materials	9436.75	53.04
Manufacturing of Engineering Products	8353.86	46.96
Total	**17,790.61**	**100.00**

End-users of our Engineering Products:

- Pipeline Engineering
- Oil & Gas - Upstream & Downstream
- Mechanical & Plant Engineering
- Ship Building Boiler and Pressure Vessels
- Fertilizer Industry
- Wastewater
- Chemical & Petrochemical
- Power Industries (nuclear, Natural Gas, Wind, Solar)
- Aerospace
- Food Processing

OUR STRENGTHS

- **Management with Significant Experience**

  Mr. Sanjay Patel, who has 39 years of experience, leads our Company. We have an experienced and competent management team with great execution skills and extensive industry knowledge. We have hired qualified technical and support personnel to oversee critical operations-related activities. In addition, our Company has entered into an agreement for the supply of job workers, with the labourers hired being qualified for the job. We feel that our labourers' skill sets enable us to adapt to our clients' needs and assist us meet the technical criteria of the products we produce.

We believe that our diversified product portfolio allows us to scale new markets, offer more to our current customers and helps diversify amongst various geographies. This helps us in insulating ourselves from cyclical effects of the economy and from uncertain events.

- **Quality standards compliance and consistency in quality and service**

  To guarantee that our goods fulfil the appropriate requirements, we adhere to high quality standards in all of our production divisions. Our goods meet quality requirements, and our production facilities are ISO 9001:2015 certified, confirming that they meet the Quality Management System Standard.

- **UL and FM Approved Product range meeting with International Standards**

  Underwriter's Laboratory Inc. (U.S.A.) and FM Global Approved (U.S.A.) have certified our Company, and we have acquired UL and FM Approvals from Directors of North American Certification Programs and AVP, Manager-Fire Protection of FM Approvals, respectively. These certifications give global recognition for the products that have been certified by the authorities. The things we make must fulfil industry standards for design and quality. We take strict precautions to guarantee that these criteria are met in accordance with international standards. Our premises are subjected to regular audits to verify that the standards established are satisfied.

- **Customized Product Development**

  Our Company provides customisation services to all customers based on their individual needs and specifications. Our production teams concentrate on the specific needs of the client and create goods appropriately. This completely satisfies our clients and allows us to increase our business from existing consumers as well as reach a bigger network of prospective new customers.

- **Strong Customer Base**

  Our Company exports its products to various geographies such as USA and various countries in Middle East serving to various companies of several industries. We have a good customer base in India as well as internationally which includes international Companies like Technopro Middle East FZCO, HamatAlezz Trading Est., Bin Dasmal General Trading Co LLC., Al Sayed Center A/C & Refrigeration Materials etc. These customers have been a part of the growth story of our Company which we believe is essentially due to the product quality and customer centric approach of our Company. We also have a good customer base in India for the products manufactured by us.

- **Scalable Business Model**

  Our Business model is customer centric and order driven, and requires optimum utilisation of our existing facilities, assuring quality supply of raw materials and achieving consequent economies of scale. The business scale generation is basically due to development of new markets both domestic and international by exploring marketing expertise and by maintaining the consistent quality output. We believe that this business model has proved successful and scalable for our Company.

OUR STRATEGIES

- **Developing Our Brand**

  Our strategy goal is to grow our brand's visibility in existing areas while also placing our brand in future markets that we want to enter. We plan to enhance our economies of scale as a result, so that we can design a brand extension strategy that will assist us in increasing our export market share, company

growth, and profitability. Furthermore, we will employ an acceptable price strategy to entice both existing and new customers to purchase our branded items.

We aim to invest in creating and improving our brand image through brand development activities, communication and promotional initiatives such as media ads, participation in industry events and exhibits, and so on. This is a constant process that will improve the brand image, resulting in increased sales and profitability.

- **Enlightening production and product quality**

When it comes to any product or service, we feel that quality is essential. With so much competition in the market, a high-quality product at a cheap price has become the market differentiator for practically all products and services. We are always working to improve the quality of our goods by improving existing production methods and introducing new ones. We teach our personnel to create and deliver client-focused solutions on a continuous basis.

- **Introduce new products by leveraging our forward integration capabilities**

We consider that the forward and backward integration of our manufacturing facilities has resulted in cost savings and increased profitability. We want to further integrate our operations by introducing new and high-margin goods leveraging current trash and byproducts from our activities.

We intend to use our existing distribution network to advertise our new items. The introduction of new items will result in additional diversity of product lines, increased earnings, and further de-risking of our income sources.

- **Market diversification and expansion**

Our Company's products are sold both in the domestic and foreign markets. In terms of sub-geographic penetration and product/market diversification, the domestic market also provides potential. As part of its plan to limit market risk and broaden growth potential, our Company will strive to expand its marketing reach domestically in order to investigate hitherto unexplored areas and sectors. To expand its geographical reach, our Company will continue to investigate prospects in many nations where it can provide value-added goods.

- **Continue to prioritise cost-cutting measures in order to boost profitability and market share.**

We ought to focus on lowering our operating expenses, which we feel is crucial for maintaining profitable, by implementing cost-cutting initiatives and enhancing operational efficiency. We want to invest consistently in new infrastructure at our manufacturing sites and are looking at ways to gain synergies in our current plants. To enhance our market share, we want to acquire existing firms whose operations, resources, and skills complement and/or compliment ours.

- **Optimal Utilization of Resources:**

Our company is continuously striving to enhance our production and fabrication processes by utilising cutting-edge machine technology to maximise resource efficiency. We conduct monthly analyses of our existing raw material procurement and manufacturing/fabrication processes to detect and correct bottlenecks. This assists us in increasing efficiency and making the best use of resources.

Details Of Our Business

Properties

Registered Office

Sr. No	Name of the Licensor	Address	Purpose
1.	M.I.D.C	PAP-D 146/147-M.I.D.C, Turbhe Industrial Area, Opp - Balmer Lawrie Vann leer, Navi Mumbai, MH-400405	Registered Office

Our Manufacturing Facilities & Others

Location of Properties	Nature of Ownership	Usage
Unit 1: B, Badrinath, Tungareshwar Industrial complex -1, near Shiv Mandir Sativali village, Vasai (east) – 401208.	Leave and License	Manufacturing and Commercial
Unit 2: APL House, Tungareshwar Industrial complex, SR No 1 H No. 8 on land bearing survey no. 62, Sativali village, Vasai (east) – 401208.	Leave and License	Manufacturing and Commercial
Survey no. 51/52, Hissa no. 1/1; 1, Village kashidkopar, Vasai – 401303.	Owned	Freehold Land

Our Products:

Our Company 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 Fire fighting, HVAC, MEP, Oil and Gas Industry, Fastener, Anti Vibration, Solar Mounting, Anchoring Solution Systems for industrial commercial, utility and OEM installation. Our products are certified and approved by Underwriter's Laboratory Inc. (USA) and FM Approval (USA) for fire sprinklers System Installations. All of our products are manufactured to meet and exceed industry standards set for their design and manufacture.

Firefighting Solutions:

HVAC Solutions:

U STRAP WITH LINING

THREADED ROD

PIPE COVERING SADDLE

U STRAP

STUD BOLTS

U BOLT WITH LINING

U BOLT

Drop in Anchor-Silver

Drop in Anchor-Gold

BEAM CLAMP

MEP Solutions

U STRAP WITH LINING

THREADED ROD

EASY FIX PIPE HANGER WITH EPDM LINING

U STRAP

STUD BOLTS

U BOLT WITH LINING

U BOLT

PIPE HANGER WITH EPDM LINING

PIPE HANGER WITHOUT LINING

PIPE HANGER WITH LINING-HEAVY DUTY

Oil And Gas Industry Solutions

CLEVIS HANGER

SPRINKLER HANGER WITH NUT

TWO BOLT PIPE CLAMPS

U STRAP

STUD BOLTS

RISER CLAMP

OFFSET PIPE CLAMP

PIPE ROLLER STAND

SPRING HANGER

CLOSED SPRING MOUNT

Fastener Solutions

HEX NUT

U BOLT

THREADED ROD

COUPLING NUT

STUD BOLTS

DOUBLE CHANNEL CANTILEVER ARMS

SOCKET SCREWS

U BOLT WITH LINING

FLAT WASHER

Anti - Vibration Solutions

RIBBED MOUNTING PAD

WAFFLE PADS

CORK SANDWICH PADS

RUBBER HANGER

TURRET MOUNT

METAL SANDWICH PADS

SINGLE ARC FLOATING FLANGE EXPANSION JOINT

INERTIA BASE

DUCT MOUNT

DOUBLE ARC FLOATING FLANGE EXPANSION JOINT

Solar Mounting Solutions

MID CLAMP

END CLAMP

SPRING NUT

CONNECTORS

RAIL

BASE

ADJUSTABLE SOLAR MOUTING BRACKETS

L FOOT FOR METAL ROOF SOLAR MOUNTS

TILE HOOK

HOOK

Anchoring Solutions

WEDGE ANCHOR

DROP IN ANCHOR SILVER

DROP IN ANCHOR GOLD

DRAW IN ANCHOR

Flanges:

BLIND FLANGE

WELD NECK FLANGE

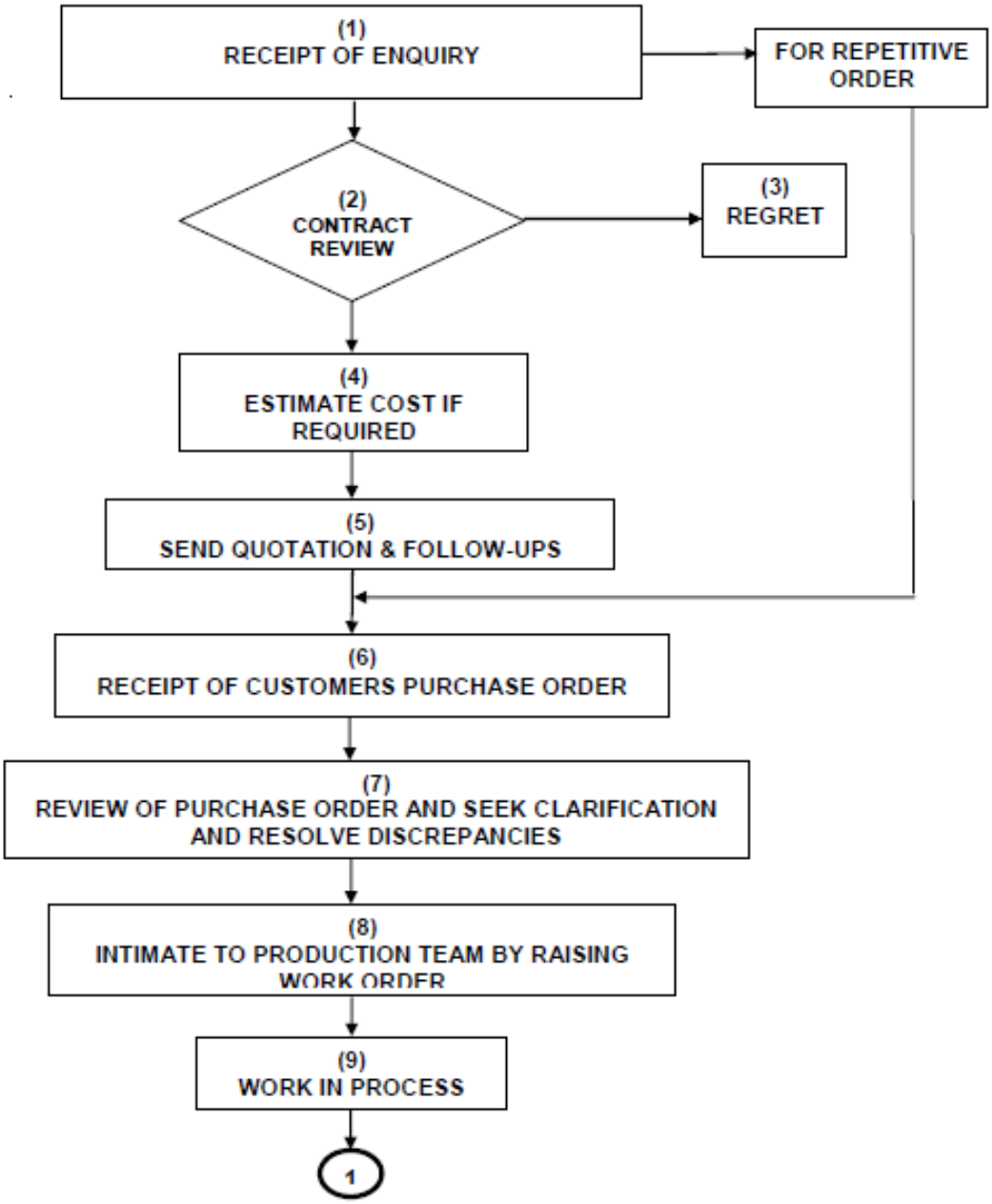
SLIP ON FLANGE

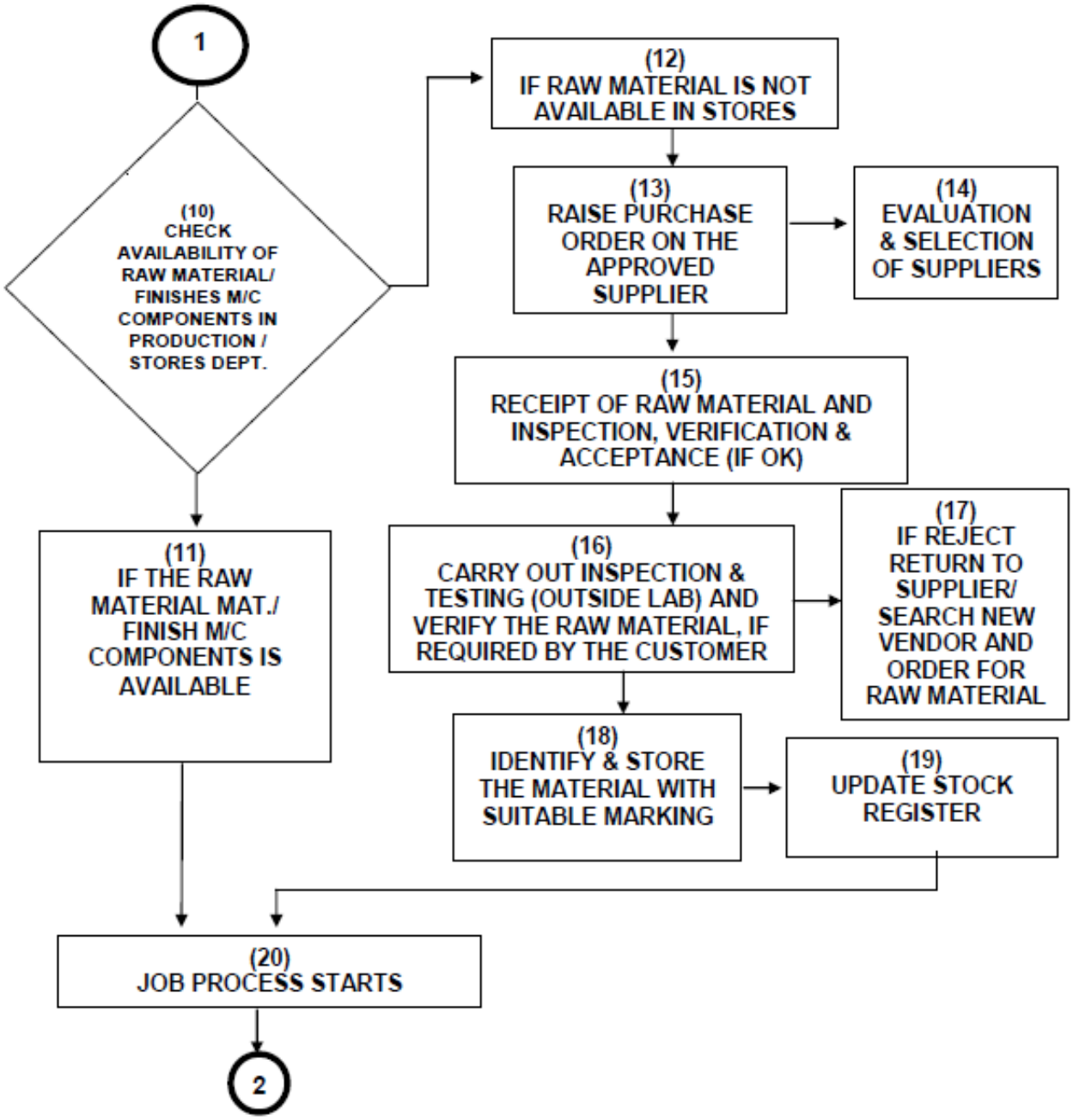
SOCKET WELD FLANGE

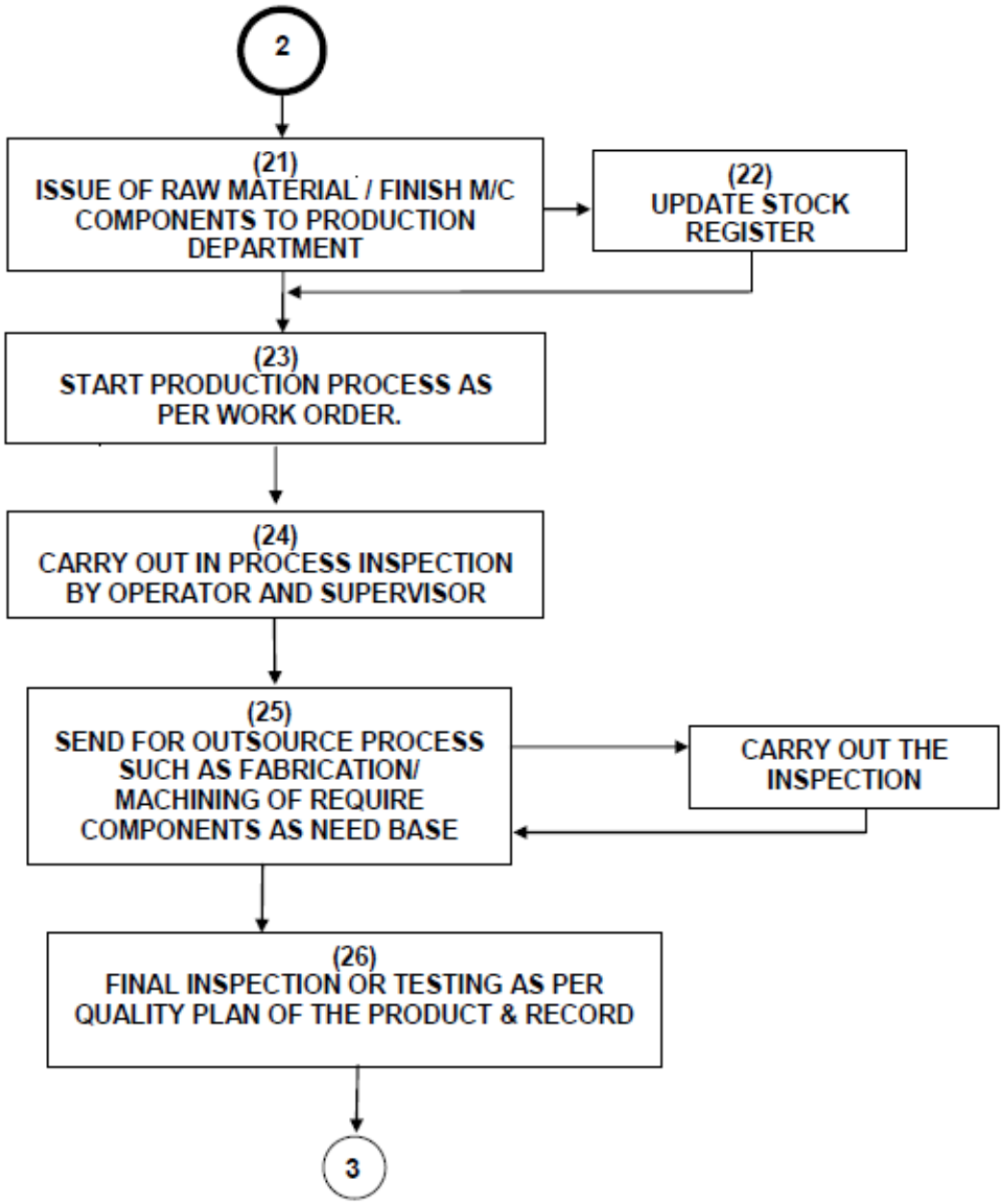
THREADED FLANGE

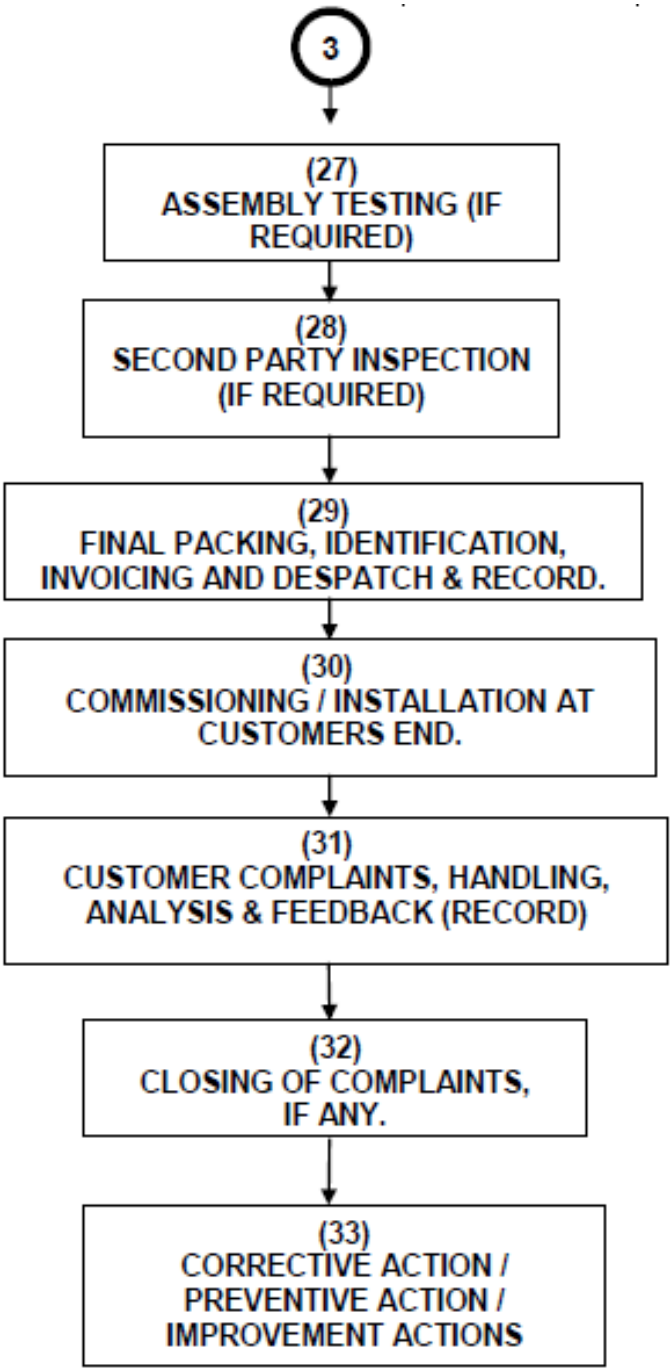
PLATE FLANGE

Sequence of Business Process:

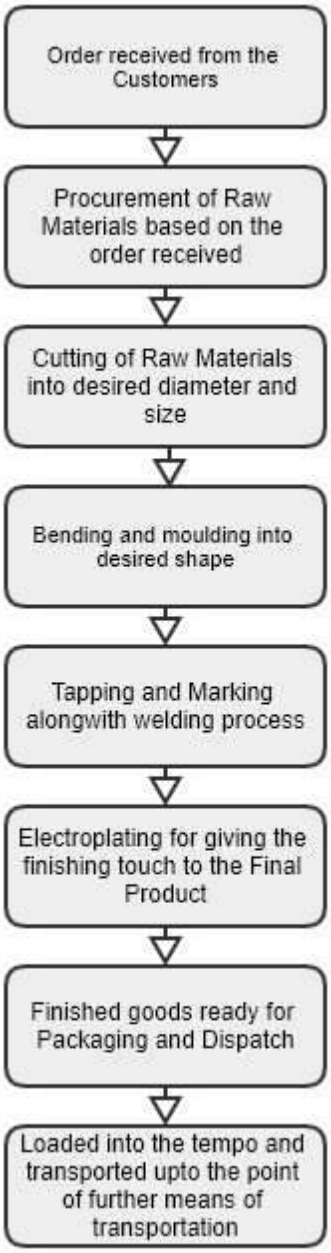



1
(10)
CHECK
AVAILABILITY OF
RAW MATERIAL/
FINISHES M/C
COMPONENTS IN
PRODUCTION /
STORES DEPT.
(11)
IF THE RAW
MATERIAL MAT./
FINISH M/C
COMPONENTS IS
AVAILABLE
(12)
IF RAW MATERIAL IS NOT
AVAILABLE IN STORES
(13)
RAISE PURCHASE
ORDER ON THE
APPROVED
SUPPLIER
(14)
EVALUATION
& SELECTION
OF SUPPLIERS
(15)
RECEIPT OF RAW MATERIAL AND
INSPECTION, VERIFICATION &
ACCEPTANCE (IF OK)
(16)
CARRY OUT INSPECTION &
TESTING (OUTSIDE LAB) AND
VERIFY THE RAW MATERIAL, IF
REQUIRED BY THE CUSTOMER
(17)
IF REJECT
RETURN TO
SUPPLIER/
SEARCH NEW
VENDOR AND
ORDER FOR
RAW MATERIAL
(18)
IDENTIFY & STORE
THE MATERIAL WITH
SUITABLE MARKING
(19)
UPDATE STOCK
REGISTER
(20)
JOB PROCESS STARTS
2


2
(21)
ISSUE OF RAW MATERIAL / FINISH M/C COMPONENTS TO PRODUCTION DEPARTMENT
(22)
UPDATE STOCK REGISTER
(23)
START PRODUCTION PROCESS AS PER WORK ORDER.
(24)
CARRY OUT IN PROCESS INSPECTION BY OPERATOR AND SUPERVISOR
(25)
SEND FOR OUTSOURCE PROCESS SUCH AS FABRICATION/ MACHINING OF REQUIRE COMPONENTS AS NEED BASE
CARRY OUT THE INSPECTION
(26)
FINAL INSPECTION OR TESTING AS PER QUALITY PLAN OF THE PRODUCT & RECORD
3

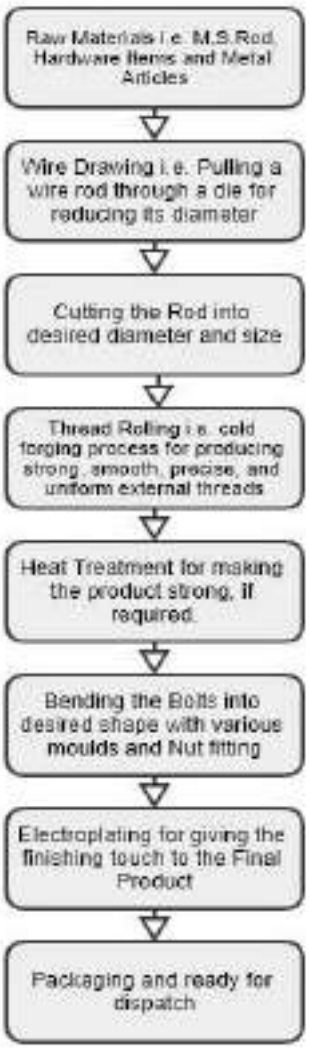

3
(27)
ASSEMBLY TESTING (IF REQUIRED)
(28)
SECOND PARTY INSPECTION (IF REQUIRED)
(29)
FINAL PACKING, IDENTIFICATION, INVOICING AND DESPATCH & RECORD.
(30)
COMMISSIONING / INSTALLATION AT CUSTOMERS END.
(31)
CUSTOMER COMPLAINTS, HANDLING, ANALYSIS & FEEDBACK (RECORD)
(32)
CLOSING OF COMPLAINTS, IF ANY.
(33)
CORRECTIVE ACTION / PREVENTIVE ACTION / IMPROVEMENT ACTIONS

Business Process of Manufacturing of Steel Products:



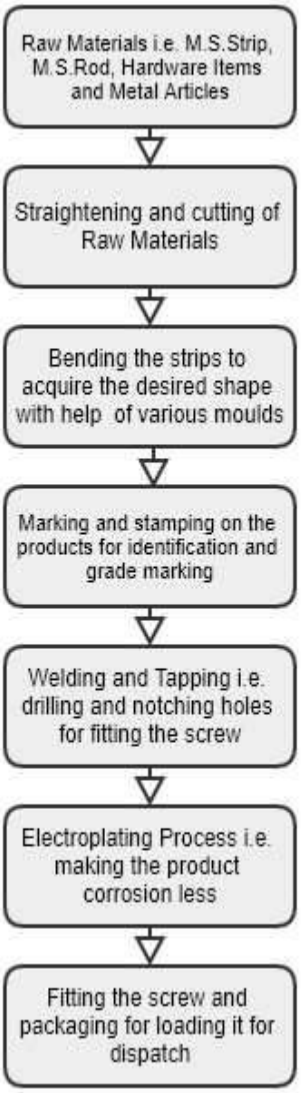
Manufacturing Process of certain Major Products

Manufacturing Process of U Bolts

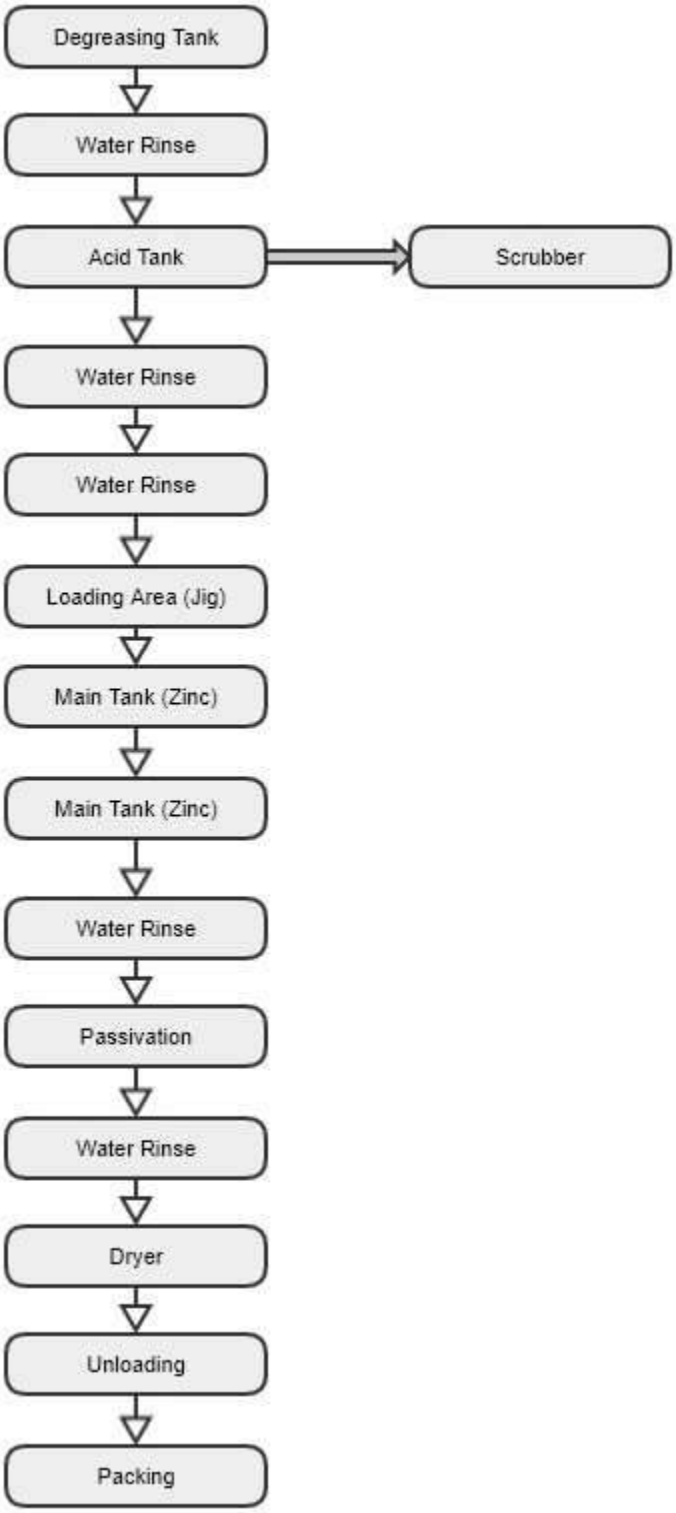


Manufacturing Process of Threaded Rod

Manufacturing Process of Hangers



Electroplating Process:



Trading Business

Our Company is even engaged in trading of textile products. We trade in fabric, fancy shirtings, suitings and completed textiles based on the needs of the customer. We order the exact demand from our suppliers and make the finished product available to our customers based on the orders received from them for textile items. The finished product is delivered straight to the end user from our supplier's location. We rely on a

few logistics service providers to transport textile items from the supplier's location to the ultimate buyer's location.

Plant & Machinery

The details of the Plant & Machinery as on June 30, 2022 are as follows:

Unit No.1

Machine	Machine
Air Blower	Pillar type Drill machine
Arc Wedling Machine	Pneumatic Feeder
Bench Grinder	Power Press
Decoiler	Reciprocating Compressor
Decoiler with Strightner	Resistance Welding Machine
Hand Grinder	Surface Grinder
High Speed Tapping Machine	

Unit No. 2

Machine	Machine
Acid Flame Blower	High Speed Tapping Machine
Air Compressor for Nut Former	Hydraullic Machine
Air Compressor for Press	Infeed Threading Machine
Air Compressor for Rubber Cut	Knurling Machine
Air Compressor for Sandblasting	Lathe Machine
Air Compressor for Tapping	Nisha Bedning Machine
Arc Welding Machine	Nut Former 14b6ls
Arc Welding Machine	Pneumatic Feeder
Aro Filter	Power Press
Atlas Bedning Machine	Reciprocating Compressor
Barrel	Rectifier

Machine	Machine
Bench Grinder	Resistance Welding Machine
Bolt Head Former	Sandblasting Machine
Bolt Head Trimmer	Screw Header
Bolt Threading Machine	Screw Threading
Butt Welding Machine	Servo Feeder
Chamfer Machine	Surfacr Grinding Machine
Decoiler	Tank
Drill Machine	Throught Feed Threading Machine
Drill Machine	Two Spindle Tapping Machine
Drum Polish	Weighing Machine
Dryer	Wire Drawing Machine
Dual Nut Tapping Machine	Wire Straightning Machine
Four Spindle Tapping Machine	

Capacity and Capacity Utilization

Year ended	Fiscal 2022	Fiscal 2021	Fiscal 2020
Installed Capacity in Units	15,494,177	12,000,000	9932165
Production Capacity in Units	13,561,643	10,409,705	8,212,907
Capacity Utilization In%	87.53%	86.75%	82.69%

Utilities

Power & Fuel

Our manufacturing unit has adequate power supply from Maharashtra State Electricity Distribution Co. Ltd.

Water

Water requirement for the manufacturing and allied processes is minimal and the same is procured locally from Bore-well/ Tanker.

Waste Disposal Management

The waste generated from the cutting process is generally sold as scrap. The leftover scrap which is very minimal considering the process of our manufacturing activities, are packed in a suitable manner and loaded in the dumpers/ tractors/ trucks etc. for the purpose of disposal.

Export and Export Obligation

There is no Export Obligation as on date of this Letter of Offer**.**

Environmental management / Health, Safety and Environment

We are committed to protecting the health and safety of our employees and workers working in our factories. We have policies in place for health and safety for our workmen which have the following salient features:

- Compliance with relevant Safety and Statutory Regulations and Rules both in letter and in spirit
- Ensuring cleanliness of work place in compliance with the relevant regulations.
- Providing work force with helmets, gloves, aprons, face masks and other appropriate tools as required.
- Knowledge/instructions on work procedures and safety precautions.
- Conducting classes on safety, first aid training, fire fighting, mock drills etc.
- Ongoing assessment on the status of safety, health and environment at the work place and take appropriate measures to improve the same.

- Obligation and responsibility on every employee to perform the tasks ensuring complete safety.

Corporate Structure

The Company has so far entered into following joint Ventures:

Name of the company	Date of incorporation/ Agreement	Relationship with the Company	Business activity of the company/Purpose of the agreement
Saketh Seven Star Industries Private Limited	October 09, 2019	Associate	Job Work
Tembo Global LLC	July 01, 2020	Joint Venture	Trading of goods
Northstar Technologies International Limited	July 20, 2022	Associate	Business Activity – Information Technology software

Marketing Set-up

Our Company makes sure that the quality of their products and services is excellent, which is why they were granted the orders. Our Company has a trained marketing staff that individually engages in the development of marketing strategies appropriate for the proper promotion of our products as well as the fabric and textile items we trade. Marketing plans are developed for both the domestic and international markets. Our Company has entered into Joint Venture agreement for Marketing of products with Tembo Global LLC.

Repair and Maintenance

To enhance production efficiency and eliminate unforeseen interruptions to our operations, we establish regular repair and maintenance plans for our manufacturing plants. We also conduct scheduled maintenance shutdowns on a regular basis. On an as-needed basis, our machinery and electrical repair teams perform day-to-day maintenance and repair of the production facilities and machinery. Furthermore, our production sites are examined on a regular basis by independent inspection organisations.

Intellectual Property

Our Company owns the following Trademark:

Particulars of the mark	Word/Label mark	Applicant/Owner	Trademark/ Application No.	Class
TEMBO SEVEN STAR	Tembo seven star (Device of Hourse)	Saketh Exim Pvt Limited	2268470	6

Human Resource

We believe that motivated and empowered employee base is the key to our operations and business strategy. We have developed a large pool of skilled and experienced personnel.

We employ 574 employees inclusive workers as on June 30, 2022.

Sr. No.	Name of the Department	No. of Employees
1	Human Resources Department	1
2	Purchase Department	6
3	Account Department	5
4	Administration	7
5	Technical Department	7
6	Information Technology Department	1
7	Digital Marketing	1
8	Sales Department	21
9	House Keeping	2

Sr. No.	Name of the Department	No. of Employees
10	Production Department	5
11	Packaging Department	4
12	Store Department	3
13	Quality Department	6
14	Inspection Department	4
15	Workers	501

Competition

There is increasing competition in the pipe support hanger & related metal industry as well as textile Industry. We face competition from both domestic and foreign players. This is an unorganised sector that is fragmented with numerous small and medium-sized enterprises and entities that create these items at various levels. Furthermore, we confront competition from the worldwide market because our Company's products are mostly exported.

Competition is mostly based on price, quality, and brand identity. As a result, in order to stay competitive in our markets, we must always try to cut our manufacturing, transportation, and distribution costs while improving our operating efficiency. Many of our current and potential competitors are large corporations with longer operating histories, stronger brand recognition, greater ability to influence industry standards, access to larger customer bases, and significantly more financial, sales and marketing, manufacturing, distribution, technical, and other resources than we do.

Moreover, we trade fabric and textile-related items. As a significant worldwide industry, textiles face competition from a variety of market competitors. The sector is generally fragmented and unstructured, with numerous small and medium-sized businesses and entities. We want to continue aggressively competing for additional market share and to manage our expansion in an effective manner.

We feel that the most important aspects influencing competitiveness in our industry are customer connections, reputation, the competencies of our management and operational team, and market focus. Our success is also dependent on our ability to grasp the preferences of our current and potential clients. Our expertise is in delivering timely executions while staying within quality constraints.

Insurances

We have obtained certain policies such as standard fire and special perils policy etc. These policies insure our building, furniture, fittings, electrical installation, office equipment, stationery, meter wires, cables, godowns, meeting rooms, building superstructure, any other office contents from earthquake, fire, shock, terrorism, etc. Although, we have taken appropriate insurance cover, there can be no assurance that our insurance policies will be adequate to cover the losses which we may incur due to the occurrence of an accident or a mishap.

OUR MANAGEMENT

Our Board of Directors

Set forth below are details regarding our Board and Senior Management as on the date of this Letter of Offer:

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original date of appointment, and Period of Directorship	Other directorships in Companies
JEHAN DARAYUS VARIAVA **Designation:** Chairman and Non- Executive Independent Director **DIN:** 07825744 **Date of Birth:** September 07,1984 **Age:** 37 Years **Occupation**: Business **Address**: 504, Chokisheri, Nanpura, Surat, Gujarat-395001 **Nationality:** Indian **Original Date of Appointment:** December 26, 2017 **Period of Directorship:** For a term of five years commencing from December 26, 2017 and not eligible for retire by rotation	• Tembo Exim Private Limited. • Avilon Exim Private Limited
JASBIR SINGH ANAND **Designation:** Non- Executive Independent Director **DIN:** 08017248 **Date of Birth:** November 23, 1949 **Age:** 72 Years **Occupation:** Retired **Address: Building No**. B-10, Flat No. 202, Avantika Chs Kalpak Estate, Antop Hill Mumbai - 400037 **Nationality:** Indian **Original Date of Appointment:** December 26, 2017 **Period of Directorship:** For a term of five years commencing from December 26, 2017 and not eligible for retire by rotation.	• Saketh Seven Star Industries Limited
SANJAY JASHBHAI PATEL **Designation** Managing Director **DIN:** 01958033 **Date of Birth:** June 05,1960 **Age:** 62 Years **Occupation:** Business **Address:** 143/4.Bhuva Cottage.1st Floor R.No.9, Indulal Bhuva Marg Sewree Wadala Mumbai-400031 **Nationality:** Indian **Original Date of Appointment:** December 20, 2017 **Period of Directorship:** For a term of five years commencing from December 20, 2017.	• Saketh Seven Star Industries Limited • Skygen Properties Private Limited

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original date of appointment, and Period of Directorship	Other directorships in Companies
SHALIN SANJAY PATEL **Designation**: Executive Director **DIN:** 08579598 **Date of Birth**: May 23,1995. **Age**:27 **Occupation:** Business Address: 143/4, Bhuva Cottege Indulal, Bhuva Marg, SIWS College, Wadala west , Mumbai 400031. **Nationality:** Indian **Original Date of Appointment:** July 31, 2020 **Period of Directorship:** Eligible for retire by rotation.	• Brad & Stanley Kitchen Industries Private Limited • Saketh Seven Star Industries Limited
FATEMA SHABBIR KACHWALA **Designation:** Whole time Director **DIN:** 06982324 **Date of Birth:** June 26,1983 **Age:** 39 Years **Occupation:** Business **Address:** B/408, Raj Mandir Chsl, Off Yari Road, Versova, Andheri West Mumbai Maharashtra 400061 **Nationality:** Indian **Original Date of Appointment:** February 23, 2021 **Period of Directorship:** Not Eligible for retire by rotation.	Nil
SMITA SANJAY PATEL **Designation:** Non- Executive Director **DIN:** 00348305 **Date of Birth:** November 04,1960 **Age:** 62 Years **Occupation:** Business **Address:** 143/4, Bhuva Cottege Indulal, Bhuva Marg, SIWS College,Wadala west, Mumbai 400031 **Nationality:** Indian **Original Date of Appointment:** May 28, 2022 **Period of Directorship:** Eligible for retire by rotation.	Nil
Shabbir Huseni Merchant **Designation** Chief Finance Officer **Date of Birth:** March 31,1979 **Age:** 43 Years **Occupation:** Business **Address:** B 405, Raj Mandir, off Yari road, Versova Andheri west Mumbai – 400061 **Nationality:** Indian **Original Date of Appointment:** December 20, 2017	• Saketh Seven Star Industries Limited • Skygen Properties Private Limited • Northstar Technologies International Limited

Confirmations

None of our Directors is or was a director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the five (5) years proceeding from the date of this Letter of Offer, during their term of directorship in such company.

None of our Directors is or was, a director of any listed companies, which has been or were delisted from any stock exchange(s), during the ten (10) years proceeding from the date of this Letter of Offer, during their term of directorship in such company.

CORPORATE GOVERNANCE

Our Company has complied with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have constituted the following committees of our Board of Directors for compliance with corporate governance requirements:

1. Audit Committee

2. Stakeholder's Relationship Committee

3. Nomination and Remuneration Committee

1. Audit Committee

The Audit Committee of our Board constituted by our Directors pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Sr. No.	Name of the Director	Chairperson / Membership
1	Jehan D Variava	Chairperson
2	Jasbir A Singh	Member
3	Fatema S Kachwala	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

a. Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
b. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
d. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report

e. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer Document /notice and the report submitted by the monitoring agency

monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
h. Approval or any subsequent modification of transactions of the Company with related parties;
i. Scrutiny of inter-corporate loans and investments;
j. Valuation of undertakings or assets of the Company, wherever it is necessary;
k. Evaluation of internal financial controls and risk management systems;
l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
n. Discussion with internal auditors any significant findings and follow up there on;
o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
r. To review the functioning of the Whistle Blower mechanism;
s. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
t. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India. Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

a. To investigate any activity within its terms of reference;
b. To seek information from any employee;
c. To obtain outside legal or other professional advice;
d. To secure attendance of outsiders with relevant expertise if it considers necessary;
e. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations;
b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and

e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The Company Secretary of the Company acts as the Secretary to the Committee.

Meeting of Audit Committee

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. Since the formation of the committee, no Audit Committee meetings have taken place.

2. Stakeholder's Relationship Committee

The Shareholder and Investor Grievance Committee of our Board constituted by our Directors pursuant to section 177 of the Companies Act, 2013. The Shareholder and Investor Grievance Committee comprises of:

Sr. No.	Name of the Director	Chairperson / Membership
1	Jasbir A Singh	Chairperson
2	Smita Patel	Member
3	Fatema S Kachwala	Member
4	Sanjay Patel	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

a. Allotment and listing of our shares in future;
b. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
c. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
d. Reference to statutory and regulatory authorities regarding investor grievances;
e. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
f. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.
g. The Company Secretary of our Company acts as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act. The Nomination and Remuneration Committee currently comprises of:

Sr. No.	Name of the Director	Chairperson / Membership
1	Jasbir A Singh	Chairperson
2	Smita Patel	Member
3	Jehan D Variava	Member
4	Taruna Patel	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

The Company Secretary of our Company acts as the Secretary to the Committee.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel of our Company:

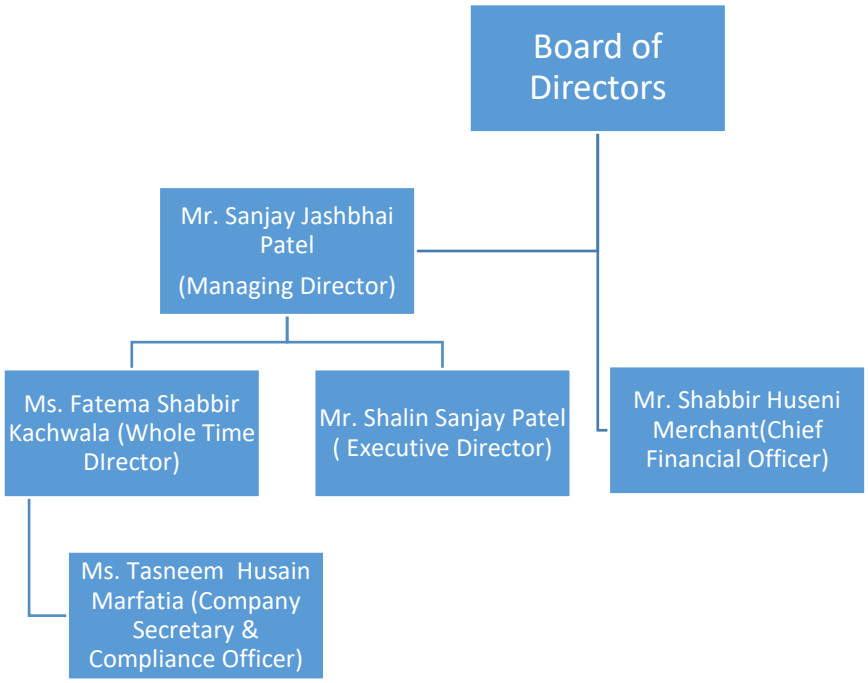
Details of Key Managerial Personnel and senior management Personnel

Name of the KMPs	Designation
Mr. Sanjay Jashbhai Patel	Managing Director
Ms. Fatema Shabbir Kachwala	Whole Time Director
Mr. Shabbir Huseni Merchant	Chief Financial Officer
Mr. Shalin Sanjay Patel	Executive Director
Ms. Tasneem Husain Marfatia	Company Secretary &Compliance Officer

Relationship between Director and KMP

None of the KMP's of our Company is related to each other as on the date of this Prospectus. Except Mr. Shabbir H Merchant, husband of Mrs. Fatema S Kachwala (Promoter) and Mr Shalin Patel son of Mr. Sanjay Patel.

Management Organisation Structure:



OUR PROMOTER

The Promoters of our Company are:

1. Mrs. Fatema S Kachwala
2. Mr. Sanjay Patel
3. Mrs. Smita Patel
4. Mrs. Taruna Patel

Mrs. Fatema S Kachwala

Fatema Kachwala is wholetime director. She holds a degree of Post Graduate Diploma in International Business, Ness Wadia College of Commerce, Pune University. She has extensive experience in procurement of materials and in presenting products features to large audiences. Hardcore persuasion skill coupled with innovative product demonstrations secures continuous reasonable deals per month. Proven relationship building skills backed by Post Graduate Diploma in International Business.

Mr. Sanjay Patel

Mr. Sanjay J Patel is the Managing Director of the Company. He holds Bachelor's degree in Commerce from University of Bombay. He has more than 3 decades of rich and vast experience in trading, wholesaling, exports and imports of engineering goods, pipes, fittings, ropes, stationery, fabrics, ball-pens, pencil and general items including experience with Chimanlal Enterprises and working as a freelancer on commission basis. Currently, he looks after day-to-day functioning of our Company and plays a pivotal role in handling trading division purchase, finance and taxation departments of the Company.

Mrs. Smita Patel

Mrs. Smita S Patel is the Non-Executive Non Independent Director of our Company. She holds Bachelor's degree in Science from Sardar Patel University. She has more than 10 years of experience in the general administration department.

Mrs. Taruna P Patel

Mrs. Taruna P Patel, is the promoter shareholder of our Company. She holds Bachelor's degree in Commerce from Madhya Pradesh University. She has more than 10 years of experience in the field of human resource.
For details of other ventures of the Promoters, please refer section "*Our Management*" on page 91 and for details of shareholding please refer section "*Capital Structure*" on page 47.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does have formal dividend policy for the Equity Shares approve by the Board of Directors in their meeting held on March 13, 2020. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

There are no dividends declared by our Company since incorporation except as mentioned below:

Financial Year	Dividend recommended
2019-20	Rs. 1.5 per share
2020-21	Re. 1 per share
2021-22	Nil

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

S. No	Particulars	Page No.
1.	Limited review unaudited financial results for the period ended June 30, 2022	101-108
2.	Restated Consolidated Financial Statements for the year ended March 31, 2022, March 31, 2021 and March 31, 2020	109-140

TEMBO GLOBAL INDUSTRIES LIMITED
(Formerly known as - Saketh Exim Limited)
Registered Office: Plot No, PAP-D-146-147,Turbhe MIDC,TTC Industrial Area Opp.Balmer Lawrie Van Leer Co,Turbhe Navi Mumbai - 400 705
Tel: 22 27620641 Website: www.sakethexim.com
CIN : L29253MH2010PLC204331

Statement of Unaudited Financial Results for the Quarter Ended June 30, 2022

(Rs. In Lakhs Except EPS)

Sr No	Particulars	Standalone				Consolidated			
		Quarter Ended			Year Ended	Quarter Ended			Year Ended
		30-06-2022	31-03-2022	30-06-2021	31-03-2022	30-06-2022	31-03-2022	30-06-2021	31-03-2022
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	**Income From Operations**								
	(a) Revenue from Operations	5,335.75	5,478.37	3,904.20	17,325.99	5,335.75	5,414.66	4,116.00	17,592.75
	(b) Other Income	118.36	208.73	29.46	218.81	117.35	190.13	30.76	197.86
	Total Income from Operations	**5,454.11**	**5,687.11**	**3,933.66**	**17,544.80**	**5,453.10**	**5,604.79**	**4,146.76**	**17,790.61**
2	**Expenditure**								
	(a) Cost of Material Consumed	1,700.62	890.52	1,333.51	5,460.57	1,700.62	855.51	1,404.00	5,540.56
	(b) Cost of Traded goods	3,305.48	3,249.74	1,569.29	8,676.62	3,305.48	3,249.74	1,658.71	8,848.20
	(c) Changes In Inventories of Finished Goods, Work-in-Progess and Stock-in-trade	(520.54)	340.79	60.62	(615.81)	(520.54)	340.79	60.62	(615.81)
	(d) Employee Benefits expenses	107.65	119.96	103.27	483.71	107.65	122.50	109.98	493.40
	(e) Finance Costs	76.51	23.63	109.50	353.00	76.51	19.86	113.08	356.22
	(f) Depreciation and amotisation Expenses	60.08	84.74	37.10	223.78	60.08	77.17	45.95	232.72
	(h) Other expenditures	687.87	555.78	634.43	2,504.24	687.87	534.44	675.72	2,505.81
	Total Expenses	**5,417.68**	**5,265.14**	**3,847.72**	**17,086.12**	**5,417.68**	**5,200.00**	**4,068.06**	**17,361.10**
3	**Profit / Loss from Operations before Tax (1-2)**	**36.43**	**421.96**	**85.94**	**458.68**	**35.42**	**404.79**	**78.70**	**429.50**
4	**Tax Expense:**								
	Current Tax	(2.91)	(111.00)	(21.63)	(120.00)	(8.91)	(111.00)	(19.81)	(120.00)
	Earlier Year Tax	-	-	-	-		-	-	-
	Deferred Tax	50.85	7.57	(9.34)	5.84	50.85	6.80	(8.59)	5.84
5	**Profit/ (Loss) for the period from continuing operations**	**84.36**	**318.53**	**54.97**	**344.52**	**77.36**	**300.59**	**50.30**	**315.34**
6	**Other Comprehensive Income**								
	Item that will not be reclassified to Profit or Loss	0.16	0.65	-	0.65	-	0.65	-	0.65
	Income Tax relating to items that will not be reclassified to Profit or Loss	(0.04)	(0.16)	-	(0.16)	-	(0.16)	-	(0.16)
7	**Total Comprehensive Income for the period**	**84.49**	**319.02**	**54.97**	**345.01**	**77.36**	**301.08**	**50.30**	**315.83**
8	Paid-up equity share capital (Face value Rs. 10/- per share)	1,004.60	1,004.60	1,004.60	1,004.60	1,004.60	1,004.60	1,004.60	1,004.60
9	**Earnings Per Share (In Rupees)**								
	(of Rs 10/- each) (Not annualized)								
	(a) Basic	0.84	3.17	0.55	3.43	0.77	2.99	0.50	3.14
	(b) Diluted	0.84	3.17	0.55	3.43	0.77	2.99	0.50	3.14

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

TEMBO GLOBAL INDUSTRIES LIMITED
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Tel: 22 27620641 Website: www.sakethexim.com
CIN : L29253MH2010PLC204331

Unaudited Segment Wise Revenue, Results and Capital Employed for the Quarter Ended June 30, 2022

(Rs. In Lakhs)

Segment Results	STANDALONE				CONSOLIDATED			
	Quarter Ended			Year Ended	Quarter Ended			Year Ended
	30-06-2022	31-03-2022	30-06-2021	31-03-2022	30-06-2022	31-03-2022	30-06-2021	31-03-2022
	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Segment Revenue								
a) Manufacturing of Engineering Products	2,066.68	2,014.74	2,245.41	8,280.48	2,065.67	1,759.99	2,368.64	8,353.86
b) Trading of Fabrics of and Textile Materials	3,387.43	3,672.37	1,688.25	9,264.31	3,387.43	3,844.80	1,778.11	9,436.75
Net Sales/Income from Operations	**5,454.11**	**5,687.11**	**3,933.66**	**17,544.80**	**5,453.10**	**5,604.79**	**4,146.75**	**17,790.61**
Segment Results								
a) Manufacturing of Engineering Products	54.46	2.41	201.04	328.04	53.46	(19.39)	196.93	301.23
b) Trading of Fabrics of and Textile Materials	58.47	443.18	(5.60)	483.64	58.47	444.04	(5.15)	484.50
Total	**112.94**	**445.59**	**195.44**	**811.68**	**111.93**	**424.65**	**191.78**	**785.73**
Less : Finance Cost	(76.51)	(23.63)	(109.50)	(353.00)	(76.51)	(19.86)	(113.08)	(356.22)
Profit/(loss) after finance cost but before exceptional items	**36.43**	**421.96**	**85.94**	**458.68**	**35.42**	**404.79**	**78.70**	**429.50**
Exceptional Items (Net)	-	-	-	-	-	-	-	
Total Profit/(Loss) before tax	**36.43**	**421.96**	**85.94**	**458.68**	**35.42**	**404.79**	**78.70**	**429.50**
Capital Employed								
Segment Assets								
a) Manufacturing of Engineering Product	7,072.56	7,053.85	3,486.39	7,053.85	8,572.58	7,159.22	7,290.61	7,159.22
b) Trading of Fabrics of and Textile Materials	1,395.64	1,945.86	1,569.13	1,945.86	1,395.64	1,945.86	2,089.05	1,945.86
Segment Liabilities								
a) Manufacturing of Engineering Products	5,845.36	5,600.79	2,485.69	5,600.79	6,001.28	5,752.36	5,914.33	5,752.36
b) Trading of Fabrics of and Textile Materials	-	848.82	560.72	848.82	-	848.82	906.95	848.82
Capital Employed								
(Segment Assets - Segment Liabilities)								
a) Manufacturing of Engineering Products	1,227.20	1,453.05	1,000.70	1,453.05	2,571.29	1,406.86	1,376.28	1,406.86
b) Trading of Fabrics of and Textile Materials	1,395.64	1,097.04	1,008.41	1,097.04	1,395.64	1,097.04	1,182.10	1,097.04
Total	**2,622.84**	**2,550.09**	**2,009.11**	**2,550.09**	**3,966.93**	**2,503.90**	**2,558.38**	**2,503.90**

For Tembo Global Industries Limited

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

Mr. Sanjay Patel
[Managing Director]
DIN: 01958033

Place: Navi Mumbai
Date: 10-08-2022

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 10th August 2022.

2. The financial result of the Company have been prepared in accordance with India Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 read with the Rule 3 of the Companies (Indian Accounting Standards) Rule, 2015 as Amended and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI Circular dated July 05, 2016.

3. The company is in the process of fund raising by way of Rights Issue from the market to facilitate Working Capital & Capital Expenditure requirements of the company in terms of the resolution passed by the Board of Directors at their meeting held on 10th May, 2022

4. The profits for the quarter under review was impacted due to overall increase in cost of raw material and other expenses. Reversal of gains of Derivative Forward Foreign Currency Contracts has also impacted the Deferred Taxes.

5. The Company has ceased to be the Holding Company of Saketh Seven Star Industries Private Limited w.e.f. 18th August 2021.

6. The Company operates in two business segment viz, Manufacturing of Engineering Products and Trading of Fabric and Textile Products as per Ind AS 108.

7. The figures for the quarter ended 31st March 2022 are the balancing figures between year ended 31st March 2022 and unaudited results published for the nine months ended 31st December 2021.

8. Figures of the pervious periods have been regrouped, whenever necessary, to correspond with the current period.

For Tembo Global Industries **Limited**

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

Mr. Sanjay Patel
[Managing Director]
DIN: 01958033
Place: Navi Mumbai
Date: 10-08-2022

R A MARU & ASSOCIATES

Chartered Accountants

C/4, Khandwala Apartments CHSL, Vakola Pipe Line,
Goodevi, Santacruz (East), Mumbai - 400 055.
Phone : 022 - 2268 0488 • Mob.: 80803 94548 / 83695 14810
E-mail : carumaru@gmail.com

In Reply Please Quote

LIMITED REVIEW REPORT

To
The Board of Directors of
Tembo Global Industries Limited
Navi Mumbai

We have reviewed the accompanying statement of unaudited standalone financial results of **Tembo Global Industries Limited (Formerly Known as Saketh Exim Limited)** for the quarter ended **30th June, 2022** being submitted by the company pursuant to the requirements of Regulation 33 of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015. This standalone statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these unaudited standalone financial statements based on our review.

The preparation of the standalone statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the standalone statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *"Review of interim Financial Information performed by independent Auditor of the entity"* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the unaudited standalone financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

R A MARU & ASSOCIATES
M. No. 166417
CHARTERED ACCOUNTANTS

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying standalone statement, prepared in accordance with the applicable Accounting Standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and principles generally accepted in India, has not disclosed the information required to be disclose in terms of Regulation 33 of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Standard) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For R A Maru & Associates
Chartered Accountants
FRN: 141914W

Rumeet Anil Maru
(Proprietor)
M. No. 166417
UDIN: 22166417AOTKYS4541

Place: Mumbai
Date: 10.08.2022

R A MARU & ASSOCIATES
Chartered Accountants
C/4, Khandwala Apartments CHSL, Vakola Pipe Line,
Goodevi, Santacruz (East), Mumbai - 400 055.
Phone : 022 - 2268 0488 • Mob : 80803 94548 / 83695 14810
E-mail : carumeetmaru@gmail.com

In Reply Please Quote

LIMITED REVIEW REPORT

To
The Board of Directors of
Tembo Global Industries Limited
Navi Mumbai

We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of **Tembo Global Industries Limited (Formerly Known as Saketh Exim Limited)** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as ("the Group") for the quarter ended **30th June, 2022** ("the statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016.

This statement which is the responsibility of the Company's management and approved by the Board of Directors of the Company, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 - Interim Financial Reporting ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.

We conducted our review in accordance with the Standards on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by The Institute of Chartered Accountants of India. This standard requires that we plan & perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

R A MARU & ASSOCIATES
M. No. 166417
CHARTERED ACCOUNTANTS

This Statement includes the results of 2 subsidiaries viz. Tembo Global LLC & Tembo USA Inc (upto 28th May, 2022)

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that contains any material misstatement.

Other Matters:

We did not review the interim financial statements / financial information / financial results of two subsidiaries included in the consolidated unaudited financial results, whose interim financial statements / financial information / financial results reflect total revenues of Rs. NIL, total net profit/(loss) after tax of Rs. (1.01) lacs and total comprehensive profit / (loss) of Rs. (1.01) lacs for the quarter ended June 30, 2022, as considered in the consolidated unaudited financial results.

These interim financial statements / financial information / financial results have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the management report and the procedures performed by us as stated in paragraph 3 above.

For R A Maru & Associates
Chartered Accountants
FRN: 141914W

Rushet Anil Maru
(Proprietor)
M. No. 166417
UDIN: 22166417AOTLXX8402

Place: Mumbai
Date: 10.08.2022

RELATED PARTY DISCLOSURES:

Names of the related parties and nature of relationship:

Name of the related party	Nature of Relationship	Purchase of Goods & Service	Sale of goods & service	Remuneration	Salary Paid	Director Sitting Fees	Interest Paid	Interest Received	Loans Taken	Loan Repayment	Closing Balance of Loans	Dividend
Sanjay Patel	Managing Director	-		1,050,000	-	-	23,189	-	10,800,000	10,800,000	-	-
Fatema Merchant	Director	-		900,000	-	-	-	-	-	-	-	-
Taruna Patel	Director	-		-	-	-	187,730	-	-	10,469,051	-	-
Jehan variava	Independent Director	-		-	-	-	-	-	-	-	-	-
Jasbir Singh Anand	Independent Director	-		-	-	-	-	-	-	-	-	-
Shalin Patel	Director	-		750,000	-	-	70,638	-	-	3,800,000	-	-
Shabbir Merchant	Chief Financial Officer	-		600,000	-	-	-	-	-	-	-	-
Tasnnem Marfatia	Company Secretary & Compliance Officer	-		-	-	-	-	-	-	-	-	-
Smita Patel	Spouse of Director	-		-	-	-	293,707	-	-	15,800,000	-	-
Piyush Patel	Brother of Managing Director	-		-	450,000	-	-	-	-	-	-	-
Priyanka Patel	Daughter of Director	-		-	-	-	-	-	-	-	-	-
Rushil Patel	Son of Director	-		-	-	-	-	-	-	-	-	-
Tembo Global INC	Subsidiary Company	-		-	-	-	-	-	-	-	-	-
Tembo Global LLC	Subsidiary Company	-		-	-	-	-	-	-	-	-	-
Saketh Seven Star Industries Pvt Ltd	Subsidiary Company	2,202,480	318,577	-	-	-	-	-	49,150,000	73,050,000	23,584,812	-
B.M. Electro Mechanical LLP	Firm of Promoter & CFO	-		-	-	-	-	-	346,868	346,868	-	-

TEMBO GLOBAL INDUSTRIES LIMITED
NAVI MUMBAI

R A MARU & ASSOCIATES
Chartered Accountants
C/4, Khandwala Apartments CHSL, Vakola Pipe Line,
Gaodevi, Santacruz (East), Mumbai - 400 055.
Phone : 022 - 2268 0488 • Mob.: 80803 94548 / 83695 14810
E-mail : carumeetmaru@gmail.com

In Reply Please Quote

EXAMINATION REPORT FOR THE RESTATED FINANCIAL INFORMATION

To
The Board of Directors
Tembo Global Industries Limited
Plot No- PAP D- 146/147, TTC MIDC, Turbhe,
Navi Mumbai-400705

Dear Sir,

1. We have examined the attached Restated Consolidated Financial Information of Tembo Global Industries Limited (the "Company") which comprise of Restated Statement of Assets and Liabilities as at 31 March 2022, 31 March 2021 and 31 March 2020 (Annexure I), the related Restated Statement of Profit and Loss (Annexure II) and Restated Statement of Cash Flow (Annexure III) for the year ended 31 March 2022, 31 March, 2021 and 31 March 2020, read together with the annexures and notes thereto as appearing in paragraph 7 below for the purpose of inclusion in the offer document prepared by the Company. This Restated financial information have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Right Issues of Equity shares of the Company

2. This restated financial information has been prepared in accordance with the requirements of

(I) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") and

(i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (ICDR Regulations"), and

(i) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended from time to time (the "Guidance Note")

The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Securities and Exchange Board of India, NSE Limited and Registrar of Companies, Mumbai in connection with the proposed Right Issue. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure I to the Restated Financial Information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Consolidated Restated Financial Information taking into consideration:

(a) The terms of reference to the request raised in connection with the proposed Right Issue of equity shares of the Company;

(b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

(c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

(d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Right Issue.

5. The Restated financial information has been compiled by the management of the company from:

(i) audited financial statements of the company as at and for the year ended 31 March, 2022, prepared in accordance with the Indian Accounting Standards under Section 133 of the Companies Act, 2013 read with relevant rules issued there under (Indian GAAP) and other accounting principles generally accepted in India, which have been audited by us.

(ii) audited restated financial statements of the company as at and for the financial year ended 31 March, 2021, restated in accordance with the Indian Accounting Standards under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder (Indian GAAP) and other accounting principles generally accepted in India, which have been audited by us

(iii) audited restated financial statements of the Company as at and for the financial year ended 31 March 2020, prepared in accordance with the Accounting Standards under Section 133 of the Companies Act, 2013 read with relevant rules issued there under (Indian GAAP) and other accounting principles generally accepted in India.

6. We have also examined the following financial information of the Company prepared by the management and approved by the Board of Directors of the company annexed to this report for the years ended 31 March 2022, 2021 and 2020 proposed to be included in the offer document.

Basis of preparation and Significant Accounting Policies are as per the Generally Accepted Accounting Principles:

(i) Restated Statement of Adjustments to Audited Financial Statements

(ii) Restated Statement of Other Income, as enclosed in Annexure XXIII

(iii) Restated Statement of Accounting Ratios, as enclosed in Annexure XXVII:

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report, we report that the Restated Financial Information has been prepared after considering the following in accordance with the ICDR Regulations and the Guidance Note:

(i) There is no change in the policies followed by the company;

(ii) Adjustments for the material amounts in the respective financial years to which they relate;

(iii) There were no qualifications in the audit reports issued by the statutory auditors for the financial years as covered in the Restated Financial information;

(v) the resultant tax impact on above adjustments adjusted in deferred taxes in the respective periods to which they relate

(vi) do not contain any extra-ordinary item that need to be disclosed separately in the Restated Financial Information.

8. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, NSE Limited and Registrar of Companies, Mumbai as applicable in connection with the proposed Right Issue of Equity Shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For R A Maru & Associates
Chartered Accountants
F. R. N. 141914W

R A MARU & ASSOCIATES M. No. 166417 CHARTERED ACCOUNTANTS

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

TEMBO GLOBAL INDUSTRIES LIMITED
RESTATED BALANCE SHEET

(Rs. in lakhs)

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
ASSETS			
Non-current assets			
Property, plant and equipment	1,952.57	1,734.61	666.92
Capital work-in-progress	27.96	8.63	58.84
Right of use asset	70.35	56.26	6.46
Intangible assets	6.53	48.99	104.69
Financial assets			
i. Loans	-	-	-
ii. Other financial assets	300.76	261.61	225.41
iii. Investments	75.00	-	-
Deferred tax assets (net)	22.44	31.46	7.41
Income tax assets			
Other non-current assets	56.39	82.01	80.59
Total Non-Current Assets	**2,511.99**	**2,223.58**	**1,150.33**
Current assets			
Inventories	2,769.22	2,001.16	1,301.88
Financial assets			
i. Trade receivables	2,745.06	3,068.79	2,018.85
ii. Cash and cash equivalents	13.03	14.80	15.17
iii. Loans	45.57	20.71	15.58
Other current assets	1,020.21	729.41	651.20
Total Current Assets	**6,593.09**	**5,834.87**	**4,002.68**
Total Assets	**9,105.08**	**8,058.45**	**5,153.01**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	1,004.60	1,004.60	502.30
Other equity	1,495.60	1,292.08	1,593.86
Non Controling Interest	3.70	10.30	-
Total Equity	**2,503.90**	**2,306.98**	**2,096.16**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	2,345.74	1,588.85	561.83
ii.Lease Liabilities	6.99	37.95	97.42
Income Tax Liabilities	70.54	96.58	27.38
Employee benefit obligations	3.70	-	-
Total Non-Current Liabilities	**2,426.97**	**1,723.39**	**686.62**
Current liabilities			
Financial liabilities			
i. Borrowings	1,715.45	1,976.77	1,098.64
ii. Trade payables	1,749.51	1,708.55	1,109.89
iii. Other financial liabilities	171.96	205.85	84.55
iv. Lease Liabilities	0.82	7.27	7.27
Provisions	44.26	37.72	29.81
Employee benefit obligations	1.44	-	-
Other current liabilities	490.79	91.93	40.06
Total Current Liabilities	**4,174.22**	**4,028.08**	**2,370.23**
Total Equity & Liabilities	**9,105.08**	**8,058.45**	**5,153.01**

* Figures as on 31/03/2021 and 01/04/2020 are as per restatement done by the Management in compliance of adoption of INDAS

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Ramesh Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director

Director

TEMBO GLOBAL INDUSTRIES LIMITED
RESTATED PROFIT & LOSS A/C

(Rs. in lakhs)

Particulars	For the Year Ended		
	31/03/2022	31/03/2021*	31/03/2020*
Revenue from operations	17,592.75	10,450.67	7,872.67
Other income	197.86	16.37	15.95
Total Income	**17,790.61**	**10,467.04**	**7,888.62**
Expenses			
Cost of materials consumed	5540.56	3545.99	2463.22
Changes in inventories of finished goods and work-in-progress	(615.81)	(186.00)	(339.00)
Cost of Traded Goods	8848.20	4054.90	3322.81
Employees benefit expenses	493.40	296.40	250.17
Finance costs	356.22	240.16	159.59
Depreciation and amortisation expenses	232.72	195.02	94.42
Manufacturing Expenses	1997.53	1413.34	999.95
Selling and Distribution Expenses	215.95	243.51	202.15
Administrative and Other Expenses	74.37	53.00	179.14
Other expenses	217.97	276.26	226.79
Total Expenses	**17,361.10**	**10,132.58**	**7,559.23**
Profit before tax	**429.50**	**334.46**	**329.39**
Income tax expense			
Current tax	(120.00)	(124.90)	(88.50)
Earlier Year Tax	-	1.28	(1.20)
Deferred tax	5.84	24.05	(0.72)
Total tax expenses	**(114.16)**	**(99.57)**	**(90.42)**
Profit for the year	**315.34**	**234.89**	**238.98**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post employment benefit obligations	0.65	-	-
Income tax relating to above	(0.16)	-	-
Other comprehensive income for the year, net of tax	0.49	-	-
Total comprehensive income for the year	**315.83**	**234.89**	**238.98**

***Figures for the year ended 31/03/2021 are as per restatement done by the Management in compliance of adoption of INDAS and for the year ended 31/03/2020 are as per the GAAP-AS reporting.**

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director

Director

TEMBO GLOBAL INDUSTRIES LIMITED
RESTATED CASH FLOW STATEMENT

(Rs. in lakhs)

Particulars	For the Year Ended		
	31/03/2022	31/03/2021*	31/03/2020*
CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	**429.50**	**334.46**	**329.39**
Adjustments for:			
Depreciation and amortisation	232.72	195.02	94.42
Interest income	(5.51)	(11.87)	(12.75)
Unwinding of discount on security deposit	(0.79)	(2.23)	-
Unrealized foreign exchange (gain) / loss on operating activities	(151.05)	(2.27)	-
Interest and finance charges	356.22	240.16	159.59
Reserve For doubtful debt	-	-	0.47
Operating profit before working capital changes	861.10	753.26	571.12
Adjustments for:			
Increase / (Decrease) in trade payables	40.96	598.65	376.61
Increase / (Decrease) in other financial liabilities	(33.89)	121.30	(1.73)
Increase / (Decrease) in current provision	6.54	7.91	-
Increase / (Decrease) in employee benefit obligation	5.14	-	-
Increase / (Decrease) in other current liabilities	398.86	51.87	28.73
Increase / (Decrease) in long term provision	-	-	-
(Increase) / Decrease in trade receivables	323.73	(1049.94)	(316.43)
(Increase) / Decrease in inventories	(768.07)	(699.28)	(486.14)
(Increase) / Decrease in loans	(24.86)	(5.14)	(133.88)
(Increase) / Decrease in other Non current assets	25.62	(1.42)	17.58
(Increase) / Decrease in other current assets	(290.80)	(78.21)	-
Cash generated from operations	544.34	(300.99)	55.85
Taxes paid (net of refunds)	(152.64)	(54.49)	(103.12)
Net cash generated from operating activities	**391.70**	**(355.48)**	**(47.27)**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of tangible/intangible assets	(548.35)	(1206.60)	(294.55)
Disposal of Fixed Assets (Cessation of Subsidiary)	110.30	-	-
Investment In Subsidaries	(75.00)	-	-
Net cash (used in) investing activities	**(513.05)**	**(1206.60)**	**(294.55)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds (Repayments) from Long Term Borrowings	756.88	1027.03	628.75
Proceeds (Repayments) from Short Term Borrowings	(261.32)	878.12	(14.81)
Proceeds From Fresh Issue of Subsidiary Company	-	25.45	(30.32)
Proceeds from Securities Premium	-	26.00	-
Lease Liabilities	(37.42)	(59.46)	-
Dividend Paid	(100.55)	(75.45)	-
Other Income	151.84	4.50	12.75
Interest Received	5.51	11.87	(159.59)
Finance Cost	(356.22)	(240.16)	-
Net cash (used in) financing activities	**158.72**	**1597.91**	**436.79**
Net increase in cash and cash equivalents (A+B+C)	**37.37**	**35.83**	**94.97**
Cash and cash equivalents at the beginning of the year	276.42	240.59	145.62
Cash and cash equivalents at the end of the year	**313.79**	**276.42**	**240.59**
Cash and cash equivalents comprise:			
Cash on hand	10.70	4.20	2.33
Balances with banks	2.33	10.60	12.84
Demand deposits (less than 3 months maturity)	300.76	261.61	225.41
Total	**313.79**	**276.42**	**240.59**

*Figures for the year ended 31/03/2021 are as per restatement done by the Management in compliance of adoption of INDAS and for the year ended 31/03/2020 are as per the GAAP-AS reporting.

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFC1890

For Tembo Global Industries Limited

Director

Director

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

Place: Mumbai
Date: 16.08.2022

NOTES TO ACCOUNTS

(Rs. in lakhs)

1 Managerial Remuneration

Particulars	For the Year Ended March 31,		
	2022	2021	2020
Executive Directors Remuneration			
Salaries and Allowances	78.00	42.00	42.00
Non-Executive Directors Remuneration			
Sitting Fees	0.10	0.20	0.37
Other Fees			
Total	78.10	42.20	42.37

2

Particulars	For the Year Ended March 31,		
	2022	2021	2020
Deferred Tax Assets	27.49	12.13	12.13
Difference between books and tax written down value of fixed assets	4.23	6.42	-
Disallowances under section 43B of the Income Tax Act, 1961	0.35	-	-
Gratuity	1.46	-	-
IND AS Adjustment			
DTA	(10.72)	-	-
DTL	-	12.71	(4.72)
Deferred Tax Liabilities			
OCI - Re-measurements of the defined benefit plans	(0.18)	-	-
Difference between books and tax written down value of fixed assets			
Ind AS adjustment (Effective Interest Rate)			
- Unamortised Processing Fee Expense			
- Amortisation of processing fee			
- Amortisation of ROU (Depreciation)			
- Amortisation of processing fee paid on borrowing			
- Lease liability - Rent expenses			
Total	22.44	31.46	7.41

3 Remuneration to Statutory Auditors

Particulars	For the Year Ended March 31,		
	2022	2021	2020
Statutory Audit Fees	1.58	1.80	1.50
Tax Audit Fees	1.00	1.00	1.00
Certification work			
Others			
Total	2.58	2.80	2.50

4 Foreign Exchange

Particulars	For the Year Ended March 31,		
	2022	2021	2020
Earning in Foreign Exchange	6,859.59	5,492.53	1,877.60
Expenditure in Foreign Exchange	167.24	191.86	192.29

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Annexure I OTHER INCOME

(Rs. in lakhs)

Particulars	As at March 31,		
	2022	2021	2020
Other Income as per Audited Financial Statements	197.86	16.37	15.95
Less: Amount reclassified as Revenue from Operations (Other Operating Income)	-	-	-
Other Income as per Restated Financial Statements	197.86	16.37	15.95

Annexure II REVENUE FROM OPERATIONS

Particulars	As at March 31,		
	2022	2021	2020
Revenue from Operations as per Audited Financial Statements	17,592.75	10,450.67	7,872.67
Add/(Less): Amount reclassified from Other Income	-	-	-
Add/ (Less): Amount Restated due to Foreign Exchange Valuation	-	-	-
Revenue from Operations as per Restated Financial Statements (including Other Operating Income)	17,592.75	10,450.67	7,872.67

Annexure III DEPRECIATION

Particulars	As at March 31,		
	2022	2021	2020
Depreciation as per Audited Financial Statements	232.72	195.02	94.42
Add/ (Less): Amount Restated	-	-	-
Depreciation as per Restated Financial Statements	232.72	195.02	94.42

Annexure IV OTHER EXPENSES

Particulars	As at March 31,		
	2022	2021	2020
Other Expense as per Audited Financial Statements	2,505.81	1,986.11	1,608.03
Add/ (Less): Amount Restated	-	-	-
Add/(Less): Amount reclassified as Finance Cost	-	-	-
Less: Amount classified as Current Tax	-	-	-
Other Expense as per Restated Financial Statements	2,505.81	1,986.11	1,608.03

Annexure V DEFERRED TAX EXPENSES

Particulars	As at March 31,		
	2022	2021	2020
Deferred Tax Expense as per Audited Financial Statements	5.84	24.05	(0.72)
Add/ (Less): Amount Restated	-	-	-
Deferred Tax Expense as per Restated Financial Statements	5.84	24.05	(0.72)

Impact on Profit After tax is as under:

Particulars	As at March 31,		
	2022	2021	2020
Profit after tax as per Audited Financial Statements	315.83	234.89	238.98
Add/(Less): Deferred Tax Asset/(Liability) Adjustment			
Add/(Less): Change in Depreciation			
Add/(Less): Amount Restated due to Foreign Exchange Gain/ Loss and Preliminary Expense			
Add/(Less): Provision of income tax			
Add/(Less): TDS Written Off			
Profit after tax as per Restated Financial Statements	315.83	234.89	238.98

Annexure VI

STATEMENT OF SHARE CAPITAL, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Authorised Share capital			
55,50,000 Equity Shares of Rs. 10/- each	-	-	550.00
1,10,00,000 Equity Shares of Rs. 10/- each	1,100.00	1,100.00	-
Total	1,100.00	1,100.00	550.00
Issued, Subscribed and Fully Paid Up Share Capital			
52,10,000 Equity Shares of Rs. 10/- each	-	-	502.30
1,04,60,000 Equity Shares of Rs. 10/- each	1,004.60	1,004.60	-
Total	1,004.60	1,004.60	502.30

Reconciliation of number of shares outstanding:

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Equity Shares of Rs. 10/- each	100.46	100.46	50.23
Equity shares at the beginning of the year			
Add:- Increase in quantity of Shares on account of new allotment			
Add:-Equity Shares issued as bonus during the period	-	-	50.23
Add: Equity Shares issued as Right Shares			
Equity Shares at the end of the year	100.46	100.46	100.46

Annexure VII

STATEMENT OF RESERVES AND SURPLUS, AS RESTATED

Particulars	As at

	31/03/2022	31/03/2021*	01/04/2020*
a). Surplus			
Opening balance of Statement of Profit & Loss	1,086.87	912.28	691.39
Add / (Less): Changes during the year	315.34	250.04	228.98
Profit After Tax			
Less: Adjustment for IND AS	(27.66)	-	12.23
Less: Dividend Paid (Incl DDT)	(100.55)	(75.45)	(30.32)
Add: Other Comprehensive Income	0.49	-	-
Subsidiary impact	41.82	-	-
Closing balance of Statement of Profit & Loss	1,316.32	1,086.87	912.28
b). Securities Premium Account			
Opening Balance	205.28	681.58	681.58
Add : Shares Premium	(26.00)	26.00	-
Less: Amount utilized for issue of Bonus Sharesduring the period	-	(502.30)	-
Closing Balance	179.28	205.28	681.58
c) Foreign Currency Translation Reserve			
Opening Balance	-	-	-
Addition	-	(0.08)	-
Reduction	-	-	-
Closing Balance	-	(0.08)	-
Total	1,495.60	1,292.08	1,593.86

Annexure VII

STATEMENT OF FIXED ASSETS, AS RESTATED

	Particulars	As at		
		31/03/2022	31/03/2021*	01/04/2020*
1	Land Freehold			
	Opening Balance (Net Block)	948.05	-	-
	Addition during the year	106.23	948.05	-
	Reduction during the year	-		-
	Depreciation during the year	-		-
	Closing Balance (Net Block)	1,054.28	948.05	-
2	Land leasehold Land			
	Opening Balance (Net Block)	128.45	128.45	128.45
	Addition during the year	-		-
	Reduction during the year	-		-
	Depreciation during the year	-		-
	Closing Balance (Net Block)	128.45	128.45	128.45
3	Plant and Equipment	-		
	Opening Balance (Net Block)	472.52	394.12	307.61
	Addition during the year	127.11	164.43	150.39
	Reduction during the year	(62.73)	-	-
	Depreciation during the year	77.16	86.03	63.88
	Closing Balance (Net Block)	459.74	472.52	394.12
4	Plant and Equipment - Tools			
	Opening Balance (Net Block)	-	-	-
	Addition during the year	12.05	-	-
	Reduction during the year	-	-	-
	Depreciation during the year	0.66	-	-
	Closing Balance (Net Block)	11.39	-	-
5	Furniture, Fixtures and Office Equipments			
	Opening Balance (Net Block)	53.73	22.67	28.37
	Addition during the year	6.93	39.86	2.29
	Reduction during the year	(4.30)	-	-
	Depreciation during the year	13.03	8.81	7.99
	Closing Balance (Net Block)	42.73	53.73	22.67
6	Vehicles			
	Opening Balance (Net Block)	78.62	83.04	21.34
	Addition during the year	92.91	23.43	70.39
	Reduction during the year	-	-	-
	Depreciation during the year	37.63	27.86	8.69
	Closing Balance (Net Block)	133.90	78.62	83.04
7	Buildings			
	Opening Balance (Net Block)	31.77	33.39	35.10
	Addition during the year	82.04	-	-
	Reduction during the year	-	-	-
	Depreciation during the year	2.55	1.62	1.71
	Closing Balance (Net Block)	111.27	31.77	33.39

8	Office Equipment			
	Opening Balance (Net Block)	1.57	0.30	0.06
	Addition during the year	5.69	4.26	4.19
	Reduction during the year	3.24	-	-
	Depreciation during the year	2.75	0.98	3.96
	Closing Balance (Net Block)	3.27	3.57	0.30
9	Computers			
	Opening Balance (Net Block)	6.89	4.95	3.98
	Addition during the year	7.07	6.88	7.43
	Reduction during the year	(1.44)	-	-
	Depreciation during the year	4.98	4.94	6.45
	Closing Balance (Net Block)	7.54	6.89	4.95
10	Leasehold Improvement			
	Opening Balance (Net Block)	11.02	-	-
	Addition during the year	-	13.58	-
	Reduction during the year	(11.02)	-	-
	Depreciation during the year	-	2.56	-
	Closing Balance (Net Block)	-	11.02	-
	Tangible Net Block			
	Addition during the year	1,734.61	666.92	524.91
	Reduction during the year	440.05	1,290.48	134.68
	Depreciation For the year	(83.33)	-	-
	Net Block	138.76	112.79	92.67
		1,952.57	**1,734.61**	**666.92**
12	Computer Software and Licenses			
	Opening Balance (Net Block)	7.13	5.52	5.59
	Addition during the year	0.63	3.55	1.61
	Reduction during the year	(2.50)	-	-
	Depreciation during the year	0.98	1.94	1.67
	Closing Balance (Net Block)	4.28	7.13	5.52
13	Trade Mark			
	Opening Balance (Net Block)	49.13	0.94	-
	Addition during the year	29.89	52.78	0.97
	Reduction during the year	-	-	-
	Depreciation during the year	12.95	4.59	0.03
	Closing Balance (Net Block)	66.07	49.13	0.94

Annexure IX

STATEMENT OF NON CURRENT INVESTMENTS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
a) Investment in Subsidiaries			
Sakarth Seven Star Industries Private Limited	75.00	-	-
Tembo Global LLC	-	-	-
Total	75.00	-	-

Annexure X

STATEMENT OF LONG TERM LOANS AND ADVANCES, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Advances to Subsidiary	-	-	-
Total	-	-	-

Annexure XI

STATEMENT OF OTHER NON- CURRENT ASSETS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Preliminary Expense	12.94	27.35	41.65

Annexure XII

STATEMENT OF INVENTORIES, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Closing Stock	2,769.22	2,001.16	1,301.88

Annexure XIII

STATEMENT OF TRADE RECEIVABLES, AS RESTATED

Particulars	As at March 31,		
	31/03/2022	31/03/2021*	01/04/2020*
Unsecured - considered good	2,725.66	2,068.75	2,028.85
Unsecured - considered doubtful	9.40	-	-

Outstanding for a period less than six months	1,823.87	1,820.87	1,852.15
Outstanding for a period exceeding six months	921.19	1,247.92	166.70

Details of Trade Receivables from Related Parties:

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Associate Concerns	-	-	-
Holding Company	-	-	-
Key Management Person	-	-	-

Annexure XIV

STATEMENT OF CASH AND CASH EQUIVALENTS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Cash On Hand	10.70	4.20	2.33
Balance With Banks	-	-	-
In Current Account	2.33	10.60	12.84
In Deposit Account	300.76	261.61	225.41
Total	313.79	276.42	240.58

Annexure XV

STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Unsecured Considered Good			
Advance for Capital Goods	-	6.11	12.20
Unsecured Considered Doubtful			
Advance for Capital Goods	6.12	8.16	8.16
Unsecured and Considered Good			
Security deposits	19.33	22.39	18.74
Capital Deposits	18.00	18.00	-
Advances to suppliers	322.35	84.65	238.09
Loan to employees	45.57	20.71	15.58
Total	411.37	160.02	292.77

Annexure XVI

STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Balances with statutory authorities	488.25	617.71	392.05
Pre-paid expense	6.64	5.51	17.10
Others	202.96	21.54	3.96
Total	697.86	644.76	413.11

Annexure XVII

STATEMENT OF LONG TERM BORROWINGS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Secured Loans			
Term Loan	350.48	329.98	100.35
Car Loan	119.53	64.38	71.66
From Financial Institutions	982.53	566.31	100.52
Total	1,452.54	960.67	272.43
Unsecured Loans			
Loans from:			
Directors	315.61	376.01	34.00
Related Parties & Inter Corporate Loans	474.85	-	-
Banks and Non- Banking Financial Institutions	118.60	275.10	272.35
Total	909.06	651.11	306.35
Grand Total	2,361.60	1,611.78	578.77

Annexure XVIII

STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Secured Loan			
From Banks	350.48	329.98	100.35
Unsecured Loan			
From Banks	2.39	30.56	101.55

Working Capital Facility From Banks	1,325.67	1,304.14	819.07
Current Maturity to Long Term Debt	389.77	672.63	279.58
Total	2,068.31	2,337.30	1,300.54

The above amounts in Annexure XVII and XVIII include:

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Secured Borrowing (including current maturities)	3,167.99	2,937.43	1,371.07
Unsecured Borrowing(including current maturities)	940.87	831.40	547.66

Annexure XIX

STATEMENT OF TRADE PAYABLES, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Trade Payable			
For Goods	1,749.51	1,708.55	1,109.89
For Expense	170.96	205.85	84.55
For Capital Assest	1.00	-	-
Total	1,921.47	1,914.40	1,194.44

Annexure XX

STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Lease Liabilities (Ind AS)	7.81	45.22	104.69
Short Term Provision for Expenses	44.26	37.72	26.81
Provision for gratuity	1.44	-	-
Statutory Liabilities	21.86	21.72	6.28
Advances from debtors	468.93	70.21	33.78
Total	544.30	174.88	174.56

Annexure XXI

STATEMENT OF INCOME TAX PROVISIONS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Income Tax Provision	70.54	96.58	27.38
Total	70.54	96.58	27.38

Annexure XXII

STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
REVENUE FROM OPERATIONS			
Sale of Products			
Revenue from Manufacturing			
Export Sales	6,859.59	5,492.63	3,872.66
Local Sales	799.53	430.30	363.99
Total (A)	7,659.12	5,922.93	4,236.65
Revenue from Trading			
Local Sales (Fabric)	9,436.75	4,169.72	3,332.77
Total(B)	9,436.75	4,169.72	3,332.77
TOTAL (C)	17,095.86	10,092.65	7,569.42
Other Operating Income			
Foreign Currency Fluctuation Gain	102.89	25.50	68.80
Export Incentives	219.99	238.41	179.76
Freight Charges	174.00	94.12	62.24
Discount	-	-	1.44
Total(D)	496.89	358.02	303.24
TOTAL (C+D)	17,592.75	10,450.67	7,872.67

Annexure XXIII

STATEMENT OF OTHER INCOME, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
Bank Interest	5.51	11.01	12.75
Unwinding of discount on security deposit	0.79	2.23	-
Gain on Hedge of foreign currency	151.05	2.27	-
Other Income	40.51	0.84	3.20
Total	197.86	16.37	15.95

Net Profit Before Tax as Restated	429.50	334.46	325.35
Other Income as a %age of PBT	46.07%	4.90%	4.84%

Annexure XXIV

STATEMENT OF DIVIDEND DECLARED, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	01/04/2020*
On Equity Shares			
Fully Paid up Share Capital (Rs. in lakhs)	1004.6	1004.6	525.00
Face Value (Rs.)	10	10	10
Paid up value per share (Rs.)	10	10	10
Rate of Dividend	10%	10%	10%
Total Dividend Declared (Rs. in lakhs) (Net of Dividend Distribution Tax in 31.03.2021 & 31.03.2020)	100.55	75.45	30.32

Particulars	Name	Balance at Opening of Year	Remuneration	Service Tax	Interest Paid	Interest Received	Loans Taken	Loan Repayment	Closing Balance of Loan	Interest
[illegible]	Managing Director	-	[illegible]	-	-	-	[illegible]	[illegible]	-	[illegible]
[illegible]	Director	[illegible]	[illegible]	-	[illegible]	-	[illegible]	[illegible]	-	[illegible]
[illegible]	Director	-	-	[illegible]	[illegible]	-	-	[illegible]	[illegible]	[illegible]
[illegible]	Independent Director	[illegible]	-	[illegible]	-	-	-	-	-	-
[illegible]	Independent Director	-	-	[illegible]	-	-	-	-	-	-
[illegible]	Director	-	[illegible]	[illegible]	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Chief Financial Officer	[illegible]	[illegible]	-	-	-	[illegible]	[illegible]	-	-
[illegible]	Company Secretary & Compliance Officer	-	[illegible]	-	-	-	-	-	-	-
[illegible]	Relative of Director	-	-	-	[illegible]	-	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	Relative of Managing Director	-	[illegible]	-	-	-	-	-	-	[illegible]
[illegible]	Relative of Director	-	-	-	-	-	-	-	-	[illegible]
[illegible]	Son of Director	-	-	-	-	-	-	-	-	[illegible]
[illegible]	Total Amount	[illegible]	-	-	-	[illegible]	-	-	[illegible]	-
[illegible]	Percent Promoter & [illegible]	[illegible]	-	-	-	-	-	-	-	-

Particulars	Name	Balance at Opening of Year	Remuneration	Service Tax	Interest Paid	Interest Received	Loans Taken	Loan Repayment	Closing Balance of Loan	Interest
[illegible]	Managing Director	-	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Director	-	-	-	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Director	-	-	-	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Independent Director	-	-	[illegible]	-	-	-	-	-	-
[illegible]	Independent Director	-	-	[illegible]	-	-	-	-	-	-
[illegible]	Director	-	[illegible]	-	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Chief Financial Officer	-	-	-	-	-	-	-	-	-
[illegible]	Company Secretary & Compliance Officer	-	-	-	-	-	-	-	-	-
[illegible]	Relative of Director	-	-	-	[illegible]	-	[illegible]	[illegible]	[illegible]	-
[illegible]	Relative of Managing Director	-	-	-	-	-	-	-	-	-
[illegible]	Relative of Director	-	-	-	-	-	-	-	-	-
[illegible]	Son of Director	-	-	-	-	-	-	-	-	-
[illegible]	Percent Promoter & [illegible]	[illegible]	-	-	-	-	-	-	-	-

Annexure XXVII

STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

Particulars	As at		
	31/03/2022	31/03/2021*	30/04/2020*
Restated PAT as per P & L Account	315.83	234.89	238.98
Actual Number of Equity Sharesoutstanding at the end of the year	100.46	100.46	50.23
Equivalent Weighted Average number of Equity Shares at the end ofthe year	100.46	100.46	50.23
Paid Up Share Capital	1,004.60	1,004.60	502.30
Reserves & Surplus	1,495.60	1,292.08	1,592.86
Misc. Expenses not written off	(12.94)	(27.35)	(41.49)
Net Worth	2,487.25	2,269.32	2,054.67
Earnings Per Share (E)			
Basic	3.14	2.85	4.76
Diluted	3.14	2.85	4.76
Return on Net Worth (%)	12.70%	10.35%	11.63%
Net Asset Value Per Share (Rs.) - based on actual no. of equity shares of Rs. 10/- each at the end of the year			
Nominal Value per Equity share (Rs.)	10	10	10

Annexure XXVII

STATEMENT SHOWING SEGMENT REPORT

Segment Report Based On Product-Wise

Particulars	For Year Ended March 31,		
	2022	2021	2020
SEGMENT REVENUE			
Manufacturing of Engineering Products	8,353.86	6,297.32	4,539.89
Trading of Fabrics of and Textile Material	9,436.75	4,169.72	3,332.77
Net Sales/ Income from Operations	**17,790.61**	**10,467.04**	**7,872.67**
SEGMENT RESULTS			
Manufacturing of Engineering Products	301.23	493.78	294.20
Trading of Fabrics of and Textile Material	484.50	80.84	178.51
SEGMENT RESULTS	**785.73**	**574.62**	**472.71**
Less:			
a) Interest Expense	(356.23)	(240.16)	(143.32)
b) Other Un-allocable Expenditure/ (Income) net			
Profit/ (loss) after finance cost but before exceptional items	**429.50**	**334.46**	**329.39**
Exceptional Items (Net)			
Total Profit/ (Loss) before tax	**429.50**	**334.46**	**329.39**
	As at		
	31/03/2022	31/03/2021*	30/04/2020*
SEGMENT ASSETS			
Manufacturing of Engineering Products	7,159.22	5,941.17	3,708.54
Trading of Fabrics of and Textile Material	1,945.86	2,117.28	1,344.49
SEGMENT ASSETS	**9,105.08**	**8,058.45**	**5,053.03**
SEGMENT LIABILITIES			
Manufacturing of Engineering Products	5,752.36	4,932.94	2,652.08
Trading of Fabrics of and Textile Material	848.82	818.53	317.03
SEGMENT LIABILITIES	**6,601.18**	**5,751.47**	**2,969.11**
Capital Employed			
Manufacturing of Engineering Products	1,406.86	1,008.23	1,056.46
Trading of Fabrics of and Textile Material	1,097.04	1,298.75	1,027.46
Capital Employed	**2,503.90**	**2,306.98**	**2,083.92**

Segment Report Based On Geographical Area-wise

Particulars	For Year Ended March 31,		
	2022	2021	2020
SALES:			
Domestic	10,236.28	4,600.02	3,696.77
Export	6,859.59	5,492.63	3,872.66
Total	17,095.86	10,092.65	7,569.43

RESULTS OF OUR OPERATIONS

Particulars	For Year Ended March 31,		
	2022	2021	2020
INCOME			
Revenue from Operations	17,591.75	10,450.67	7,872.67

[illegible] income	197.86	16.37	13.35
Total income (A)	**17,790.61**	**10,467.04**	**7,688.62**
EXPENDITURE			
[illegible] materials consumed /Traded Goods	14,388.75	7,600.89	5,786.02
[illegible]/Decrease in Inventories	(615.83)	(186.00)	(139.00)
[illegible] employee benefit expenses	493.40	296.40	250.17
Finance costs	956.22	240.16	150.59
[illegible]ciation and Amortization expense	232.72	195.02	94.42
[illegible]ministration & Other Expenses	1,505.81	1,986.11	1,608.03
Total **Expenses (B)**	**17,961.10**	**10,132.58**	**7,559.23**
Profit / Loss from operations before tax	**429.50**	**334.46**	**129.39**
Tax expense	(120.00)	(124.90)	(88.50)
[illegible]ent tax	-	1.28	(1.20)
[illegible] year tax	5.84	24.05	(0.72)
[illegible]ed tax	**(114.16)**	**(99.57)**	**(90.42)**
Total Tax Expense (E)			
Profit / Loss from Continuing Operations	315.34	234.89	238.98
Other Comprehensive Income	0.65	-	-
[illegible] that will not be reclassified to profit or loss	(0.16)	-	-
[illegible] the tax relating to items that will not be reclassified to profit and loss	**315.83**	**234.89**	**238.98**
Total **Comprehensive Income**			

R. MARU & ASSOCIATES CHARTERED ACCOUNTANTS

Depreciation and Amortization Expenses
Depreciation expenses increased by Rs 37 70 lakhs, from Rs 195.02 lakhs in fiscal 2021 to Rs 232 72 lakhs in fiscal 2022 This increase was on account of additions of assets in FY 2021-22

Other Expenses
Other expenses increased by Rs 519 70 lakhs or 26.17% from Rs 1986.11 lakhs in fiscal 2021 to Rs 2505 81 lakhs in fiscal 2022 The increase was due to travelling expenses, postage & courier charges, office expenses, exhibition expenses, commission paid etc

Profit before Tax
The increase in the revenue from operations has led to an increase in our Profit before tax by Rs 95.04 lakhs from Rs 334 46 lakhs in fiscal 2021 to Rs 429 50 lakhs in fiscal 2022

Profit after Tax
After accounting for taxes at applicable rates, our Profit after Tax increased by Rs 80 45 lakhs or 34 25%, from Rs 234 89 lakhs in fiscal 2021 to Rs 315 83 lakhs in fiscal 2022

Cash Flows (Rs in lakhs)

Particulars	For the Year Ended March 31,		
	2022	2021	2020
Net Cash from Operating Activities	391 70	(355 48)	(47.27)
Net Cash from Investing Activities	(513.05)	(1206 60)	(294.55)
Net Cash used in Financing Activities	158 72	1597 91	436.79
Net Increase / (Decrease) in Cash and Cash equivalents	37.37	35 83	94 97

Cash Flows from Operating Activities
Net cash from operating activities in fiscal 2022 was positive Rs 391.70 lakhs as compared to the PBT of Rs 429 50 lakhs for the same period This difference is primarily on account of depreciation, Interest paid, Inventories, Trade payables, Trade receivables, Short term loans & advances, other current assets, short term provisions, long term loans and advances and other current liabilities
Net cash from operating activities in fiscal 2021 was negative Rs (355 48) lakhs as compared to the PBT of Rs 334 46 lakhs for the same period This difference is primarily on account of depreciation, Interest paid, Inventories, Trade payables, Trade receivables, Short term loans & advances, other current assets, other non-current assets, short term provisions, long term loans and advances and other current liabilities

Cash Flows from Investment Activities
In fiscal 2022 the net cash invested in Investing Activities Rs 513.05 lakhs This was on account of purchase/ sale of fixed assets, investment
In fiscal 2021 the net cash invested in Investing Activities Rs 1206 60 lakhs This was on account of purchase of fixed assets, investment

Cash Flows from Financing Activities
Net cash from financing activities in fiscal 2022 was Rs 158 72 lakhs This was on account of increase in long term borrowings and Interest, increase/ decrease in short term borrowings
Net cash from financing activities in fiscal 2021 was Rs 1597 91 lakhs This was on account of increase in long term borrowings and Interest, increase/decrease in short term borrowings

OTHER DISCLOSURES

Changes in Trade Receivables
Trade Receivables decrease by Rs 323 73 lakhs from Rs 2745.06 lakhs in fiscal 2022 to Rs 3068 79 lakhs in fiscal 2021 The decrease was due to aggressive credit policy followed by the Company
Trade Receivables Increase by Rs 1049 94 lakhs from Rs. 3068 79 lakhs in fiscal 2021 to Rs 2018 85 lakhs in fiscal 2020 The increase was due to aggressive sales and credit policy followed by the Company

Changes in Trade Payables
Trade Payables increase by Rs 40 96 lakhs from Rs 1749 51 lakhs in fiscal 2022 to Rs 1708 55 lakhs in fiscal 2021 Such increase was due slight increase in Purchase as compared to previous Fiscal.

Trade Payables increase by Rs 598 65 lakhs from Rs 1708.55 lakhs in fiscal 2021 to Rs 1109 89 lakhs in fiscal 2020 Such increase was due to increased in Purchase as compared to previous Fiscal.

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W
Kumeel Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director Director

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

1. **Any significant dependence on a single or few customers**

(i) Manufacturing Division

The revenues from our top 5 and top 10 customers constituted approximately 66.19% and 53.82% respectively for fiscal 2022

(ii) Trading Division

The revenues from our top 5 and top 10 customers constitute cdpproximately 89.65% and 80.61% respectively for fiscal 2022

FINANCIAL INDEBTEDNESS

Set forth below is a brief summary of our Company s borrowings as on March 31, 2022 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements

(Rs in lakhs)

Nature of Borrowing	Amount outstanding as on March 31, 2022
Secured Borrowings*	3167.99
Unsecured Borrowings*	940.87
Total	**4108.86**

* [illegible]

Details of Secured Loans (other than vehicle loans)

Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount outstanding as on March 31, 2022	Interest (in % p.a.)	Reference
Aditya Birla	Aditya Birla Finance Ltd-Land	22/01/2021	668.00	591.51	11.00%	Note - 1
Aditya Birla	Aditya Birla GECL	30/10/2021	191.73	191.73	11.00%	Note - 1
Deutsche Bank	Deutsche Bank- Loan Against Property	30/01/2021	114.00	102.80	7.75%	Note - 2
ECL Finance	ECL Finance Ltd-Machinery Loan	14/01/2019	100.00	51.72	14.50%	Note - 3
ECL Finance	ECL Finance Ltd-Machinery Loan	31/01/2019	16.59	9.94	14.50%	Note - 3
Profectus Capital	Profectus Capital Pvt Ltd - Machinery Loan	30/03/2021	16.21	6.98	11.50%	Note - 4
SIDBI	SIDBI- 20% GECL Loan	30/06/2020	29.00	21.76	8.25%	Note - 5
SIDBI	Sidbi - Machinery	20/10/2021	55.68	55.68	7.45%	Note - 5
SIDBI	Sidbi - Machinery	16/08/2017	77.00	12.00	10.10%	Note - 5
SIDBI	Sidbi - Soft Loan	16/08/2017	13.00	2.44	10.10%	Note - 5
SIDBI	Sidbi - Speed	26/07/2019	100.00	61.15	9.45%	Note - 5
Siemens	Siemens Financial Services Pvt Ltd-23.12.2020	23/12/2020	19.38	16.14	11.75%	Note - 6
Bank of India	Working Capital Facilities	09/05/2022	2150		RBLR (6.85%) + CRP (2.00%) Effectively 8.85%	Note - 7
Bank of India	CC Against Stock & Book Debts		0		RBLR (6.85%) + CRP (2.00%) Effectively 8.85%	Note - 7
Bank of India	GECL		8		1% over RBLR (6.85%) Effectively 7.85%p.a	Note - 7
Bank of India	GECL		2		0.65% over RBLR (6.85%) Effectively 7.50%p.a	Note - 7

Note - 1 Secured by Mortgage of land situated at Plot no S no 51/1 and 52/1 Kashid kopar, Off Goheri, Palghar 401305 Maharashtra

Note - 1 The Charge over assets of the company in respect of limits sanctioned herein should be registered with ROC from date of execution. Where applicable borrower shall produce MOTD receipts/ registered mortgage receipt to the bank as and when created

Note - 2 Security by way of Exclusive charge by way of hypothecation of assets

Note - 4 Security by way of Exclusive charge by way of hypothecation of assets

Note - 5 First Charge by way of Hypothecation in favour of SIDBI on all movable assets of the borrower including movable plants, machinery, Spars, tools & assessories, office equipment, computer erkinitures acquired under this scheme

Note - 6 Security by way of Exclusive charge by way of hypothecation of assets

Note - 7 Security

A) Hyp of stock and Book Debts

B) Hypothecation of Plant & machinery and office furniture and equipment purchased out of Bank Finance

C) Equitable mortgage of industrial land and building situated at plot PAP-D 146 & PAP-D 147, MIDC TTC Industrial area, Village Bonsari,tal & dist. Thane, Navi Mumbai 400705 (admsg plot area 300 Sq mt) in the name of M/S. Saketheximi Pvt ltd (Previous Name)

D) Pledge of FDR No 004451 10008424 opened on 12-01-2021 By closure of FD & RD (Present Value 2.42Cr)

E) Pledge of 155820 equity shares each of Mr Sanjay Patel & Mrs Fatema kachwala

F) Pledge of additional 300000 Equity shares of Mr Sanjay Patel & Fatema Kachwala

Guarantor

A) Sanjay Patel

B) Fatema Kachwala

The Company has availed unsecured loans as on March 31, 2022 details of which are set out below: (Rs. in Lakhs)

Sr. No.	Nature of Borrowing	Amount
1	Loan from Directors	315.61
2	Loan from Related Party	474.85
3	Banks and Financial Institutions	118.60
	Total	909.06

The above details are extracted from Audited Books of Accounts as on March 31 2022 and restatements as per INDAS as on March 31 2021 & April 01 2020 (Transition Date) as certified by the management. The details of loans and their mortgages is as per the reportings made by the management to Registar of Companies (ROC) at various intervals and not verified by us in detail. This restatement certification is to be used specifially for the purpose of Rights Issue compliance and not elsewhere

For M Mara & Associates
Chartered Accountants
FRN: 141914W

Sarwar Anwarul
Proprietor
M.No. 166417
UDIN: 22166417AP8HFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director

Director

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

TEMBO GLOBAL INDUSTRIES LIMITED	
RESTATED BALANCE SHEET	
	(Rs. in lakhs)
Particulars (IGAAP Reporting)	
	31-03-2020
EQUITY AND LIABILITIES ::	
Shareholders' Funds	
Share Capital	502.30
Reserves and Surplus	1,581.62
Non Current Liabilities	
Long Term Borrowings	578.77
Current Liabilities	
Short Term Borrowings	819.07
Trade Payables	1,109.89
Other Current Liabilities	461.38
Total…	**5,053.03**
ASSETS ::	
Non-Current Assets	
Fixed Assets	
Tangible Assets	672.44
Intangible Assets	0.94
Capital Work-in-Progress	58.84
Non Current Investment	
Long Term Loans and Advances	23.63
Deferred Tax Assets	12.13
Other Non Current Assets	41.49
Current Assets	
Inventories	1,301.88
Trade Receivables	2,018.85
Cash and Cash Equivalents	240.59
Short Term Loans and Advances	666.07
Other Current Assets	16.17
	5,053.03

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director **Director**

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

TEMBO GLOBAL INDUSTRIES LIMITED	
RESTATED PROFIT & LOSS A/C	

(Rs. in lakhs)

Particulars (IGAAP Reporting)	
	31-03-2020
Revenue from operations	7,872.67
Other income	15.95
Total Income	**7,888.62**
Expenses	
Cost of materials consumed	2,463.22
Changes in inventories of finished goods and work-in-progress	(339.00)
Cost of Traded Goods	3,322.81
Employees benefit expenses	250.17
Finance costs	159.59
Depreciation and amortisation expenses	94.42
Manufacturing Expenses	999.95
Selling and Distribution Expenses	202.15
Administrative and Other Expenses	179.14
Other expenses	226.79
Total Expenses	**7,559.23**
Profit before tax	**329.39**
Income tax expense	
Current tax	(88.50)
Earlier Year Tax	(1.20)
Deferred tax	(0.72)
Total tax expenses	**(90.42)**
Profit for the year after Tax	**238.98**

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director **Director**

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

TEMBO GLOBAL INDUSTRIES LIMITED	
RESTATED CASH FLOW STATEMENT	
	(Rs. in lakhs)
Particulars (IGAAP Reporting)	
	31-03-2020
CASH FLOW FROM OPERATING ACTIVITIES	
Profit before tax	**329.39**
Adjustments for:	
Depreciation and amortisation	94.42
Interest income	(12.75)
Interest and finance charges	159.59
Reserve For doubtful debt	0.47
Operating profit before working capital changes	571.12
Adjustments for:	
Increase / (Decrease) in trade payables	376.61
Increase / (Decrease) in other financial liabilities	(1.73)
Increase / (Decrease) in other current liabilities	28.73
(Increase) / Decrease in trade receivables	(316.43)
(Increase) / Decrease in inventories	(486.14)
(Increase) / Decrease in loans	(133.88)
(Increase) / Decrease in other Non current assets	17.58
Cash generated from operations	55.85
Taxes paid (net of refunds)	(103.12)
Net cash generated from operating activities	**(47.27)**
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of tangible/intangible assets	(294.55)
Disposal of Fixed Assets (Cessation of Subsidiary)	-
Investment In Subsidaries	-
Net cash (used in) investing activities	**(294.55)**
CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds (Repayments) from Long Term Borrowings	628.75
Proceeds (Repayments) from Short Term Borrowings	(14.81)
Proceeds From Fresh Issue of Subsidiary Company	(30.32)
Other Income	12.75
Interest Received	(159.59)
Net cash (used in) financing activities	**436.79**
Net increase in cash and cash equivalents (A+B+C)	**94.97**
Cash and cash equivalents at the beginning of the year	145.62
Cash and cash equivalents at the end of the year	**240.59**
Cash and cash equivalents comprise:	
Cash on hand	2.33
Balances with banks	12.84
Demand deposits (less than 3 months maturity)	225.41
Total	**240.59**

For R A Maru & Associates
Chartered Accountants
F.R.N. 141914W

Rumeet Anil Maru
Proprietor
M. No. 166417
UDIN: 22166417APBHFG1890

Place: Mumbai
Date: 16.08.2022

For Tembo Global Industries Limited

Director **Director**

TEMBO GLOBAL INDUSTRIES LIMITED NAVI MUMBAI

NOTES TO ACCOUNTS (Rs. in lakhs)

1. **Managerial Remuneration**

Particulars	
	31-03-2020
Executive Directors Remuneration	
Salaries and Allowances	42.00
Non-Executive Directors Remuneration	
Sitting Fees	0.17
Other Fees	
Total	42.17

2.

Particulars	
	31-03-2020
Deferred Tax Assets	12.13
Deferred Tax Liabilities	
Total	12.13

3. **Remuneration to Statutory Auditors**

Particulars	
	31-03-2020
Statutory Audit Fees	1.50
Tax Audit Fees	1.00
Total	2.50

4. Foreign Exchange

Particulars	
	31-03-2020
Earning in Foreign Exchange	3,872.66
Expenditure in Foreign Exchange	192.29

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES (Rs. in lakhs)

Annexure I OTHER INCOME

Particulars	
	31-03-2020
Other Income as per Audited FinancialStatements	15.95
Less: Amount reclassified as Revenue fromOperations (Other Operating Income)	-
Other Income as per Restated FinancialStatements	15.95

Annexure II REVENUE FROM OPERATIONS

Particulars	
	31-03-2020
Revenue from Operations as per AuditedFinancial Statements	7,872.67
Add/(Less): Amount reclassified from OtherIncome	-
Add/ (Less): Amount Restated due to ForeignExchange Valuation	-
Revenue from Operations as per Restated Financial Statements (Including OtherOperating Income)	7,872.67

Annexure III DEPRECIATION

Particulars	
	31-03-2020
Depreciation as per Audited Financial Statements	94.42
Add/ (Less): Amount Restated	-
Depreciation as per Restated Financial Statements	94.42

Annexure IV OTHER EXPENSES

Particulars	
	31-03-2020
Other Expense as per Audited Financial Statements	1,608.03
Add/ (Less): Amount Restated	-
Add/(Less): Amount reclassified as Finance Cost	-
Less: Amount classified as Current Tax	-
Other Expense as per Restated Financial Statements	1,608.03

Annexure V DEFERRED TAX EXPENSES

Particulars	
	31-03-2020
Deferred Tax Expense as per Audited Financial Statements	(0.72)
Add/ (Less): Amount Restated	-
Deferred Tax Expense as per Restated Financial Statements	(0.72)

Impact on Profit After tax is as under:

Particulars	
	31-03-2020
Profit after tax as per Audited FinancialStatements	238.98
Add/(Less): Deferred Tax Asset/(Liability)Adjustment	
Add/(Less): Change in Depreciation	
Add/(Less): Amount Restated due to ForeignExchange Gain/ Loss and Preliminary Expense	
Add/(Less): Provision of Income tax	
Add/(Less): TDS Written Off	
Profit after tax as per Restated Financial Statements	238.98

Annexure VI

STATEMENT OF SHARE CAPITAL, AS RESTATED

Particulars	
	31-03-2020
Authorised Share capital	
55,50,000 Equity Shares of Rs. 10/- each	550.00
1,10,00,000 Equity Shares of Rs. 10/- each	-

Total	550.00
Issued, Subscribed and Fully Paid Up Share Capital	
52,30,000 Equity Shares of Rs. 10/- each	502.30
1,04,60,000 Equity Shares of Rs. 10/- each	-
Total	502.30

Reconciliation of number of shares outstanding:

Particulars	
	31-03-2020
Equity Shares of Rs. 10/- each	5,02,300.00
Equity shares at the beginning of theyear	-
Add:- Increase in quantity of Shares on account of new allotment	-
Add:-Equity Shares issued as bonus during the period	-
Add: Equity Shares issued as RightShares	-
Equity Shares at the end of the year	5,02,300.00

Annexure VII

STATEMENT OF RESERVES AND SURPLUS, AS RESTATED

Particulars	
	31-03-2020
a). Surplus	
Opening balance of Statement of Profit & Loss	691.39
Add / (Less): Changes during the year	238.98
Profit After Tax	
Less: Dividend Paid (Incl DDT)	(30.32)
Add: Other Comprehensive Income	-
Subsidiary Impact	-
Closing balance of Statement of Profit & Loss	900.04
b). Securities Premium Account	
Opening Balance	681.58
Add : Shares Premium	-
Less: Amount utilized for issue of Bonus Sharesduring the period	-
Closing Balance	681.58
c) Forign Currency Translation Reverse	
Opening Balance	-
Addition	-
Reduction	-
Closing Balance	-
Total	1,581.62

Annexure VIII

STATEMENT OF FIXED ASSETS, AS RESTATED

	Particulars	
		31-03-2020
1	Land Freehold	
	Opening Balance (Net Block)	-
	Addition during the year	-
	Reduction during the year	-
	Depreciation during the year	-
	Closing Balance (Net Block)	-
2	Land leasehold Land	
	Opening Balance (Net Block)	128.45

	Addition during the year	-
	Reduction during the year	-
	Depreciation during the year	-
	Closing Balance (Net Block)	128.45
3	Plant and Equipment	
	Opening Balance (Net Block)	307.61
	Addition during the year	150.39
	Reduction during the year	-
	Depreciation during the year	63.88
	Closing Balance (Net Block)	394.12
4	Plant and Equipment - Tools	
	Opening Balance (Net Block)	-
	Addition during the year	-
	Reduction during the year	-
	Depreciation during the year	-
	Closing Balance (Net Block)	-
5	Furniture, Fixtures and Office Equipments	
	Opening Balance (Net Block)	28.37
	Addition during the year	2.29
	Reduction during the year	-
	Depreciation during the year	7.99
	Closing Balance (Net Block)	22.67
6	Vehicles	
	Opening Balance (Net Block)	21.34
	Addition during the year	70.39
	Reduction during the year	-
	Depreciation during the year	8.69
	Closing Balance (Net Block)	83.04
7	Buildings	
	Opening Balance (Net Block)	35.10
	Addition during the year	-
	Reduction during the year	-
	Depreciation during the year	1.71
	Closing Balance (Net Block)	33.39
8	Office Equipment	
	Opening Balance (Net Block)	0.06
	Addition during the year	4.19
	Reduction during the year	-
	Depreciation during the year	3.96
	Closing Balance (Net Block)	0.30
9	Computers	
	Opening Balance (Net Block)	3.98
	Addition during the year	7.43
	Reduction during the year	-
	Depreciation during the year	6.45
	Closing Balance (Net Block)	4.95
10	Leasehold Improvement	
	Opening Balance (Net Block)	-
	Addition during the year	-

	Reduction during the year	-
	Depreciation during the year	-
	Closing Balance (Net Block)	-
12	Computer Software and Licenses	
	Opening Balance (Net Block)	5.59
	Addition during the year	1.61
	Reduction during the year	-
	Depreciation during the year	1.67
	Closing Balance (Net Block)	5.52
	Tangible Net Block	530.50
	Addition during the year	236.29
	Reduction during the year	-
	Depreciation For the year	94.35
	Net Block	**672.44**
13	Trade Mark	
	Opening Balance (Net Block)	-
	Addition during the year	0.97
	Reduction during the year	-
	Depreciation during the year	0.03
	Closing Balance (Net Block)	0.94

Annexure IX

STATEMENT OF NON CURRENT INVESTMENTS, AS RESTATED

Particulars	
	31-03-2020
a) Investment in	
Saketh Seven Star Industries Private Limited	-
Tembo Global LLC	-
Total	-

Annexure X

STATEMENT OF LONG TERM LOANS AND ADVANCES, AS RESTATED

Particulars	
	31-03-2020
Advances to Subsidiary	-
Total	-

Annexure XI

STATEMENT OF OTHER NON- CURRENT ASSETS, AS RESTATED

Particulars	
	31-03-2020
Preliminary Expense	41.49

Annexure XII

STATEMENT OF INVENTORIES, AS RESTATED

Particulars	
	31-03-2020
Closing Stock	1,301.88

Annexure XIII

STATEMENT OF TRADE RECEIVABLES, AS RESTATED

Particulars	
	31-03-2020
Unsecured - considered good	2,018.85

Unsecured - considered doubtful	-
Outstanding for a period less than six months	1,852.15
Outstanding for a period exceeding six months	166.70

Details of Trade Receivables from Related Parties:

Particulars	
	31-03-2020
Associate Concerns	-
Holding Company	-
Key Management Person	-

Annexure XIV

STATEMENT OF CASH AND CASH EQUIVALENTS, AS RESTATED

Particulars	
	31-03-2020
Cash On Hand	2.33
Balance With Banks	-
In Current Account	12.84
In Deposit Account	225.41
Total	240.59

Annexure XV

STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED

Particulars	
	31-03-2020
Unsecured Considered Good	
Advance for Capital Goods	12.20
Unsecured Considered Doubtful	
Advance for Capital Goods	8.16
Unsecured and Considered Good	
Security deposits	23.63
Capital Deposits	-
Advances to suppliers	238.09
Loan to employees	15.58
Total	297.66

Annexure XVI

STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED

Particulars	
	31-03-2020
Balances with statutory authorities	392.05
Pre-paid expenses	12.21
Others	3.96
Total	408.22

Annexure XVII

STATEMENT OF LONG TERM BORROWINGS, AS RESTATED

Particulars	
	31-03-2020
Secured Loans	
Term Loan	100.35
Car Loan	71.56

From Financial Institutions	100.52
Total	272.43
Unsecured Loans	
Loans from:	
Directors	34.00
Related Parties & Inter Corporate Loans	-
Banks and Non- Banking Financial Institutions	272.35
Total	306.35
Grand Total	578.77

Annexure XVIII

STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED

Particulars	
	31-03-2020
Working Capital Facility	
From Banks	819.07
Current Maturity to Long Term Debt	279.58
Total	1,098.64

The above amounts in Annexure XVII and XVIII include:

Particulars	
	31-03-2020
Secured Borrowing (including current maturities)	1,231.30
Unsecured Borrowing(including current maturities)	446.12

Annexure XIX

STATEMENT OF TRADE PAYABLES, AS RESTATED

Particulars	
	31-03-2020
Trade Payable	
For Goods	1,109.89
For Expense	114.36
For Capital Assest	-
Total	1,224.26

Annexure XX

STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED

Particulars	
	31-03-2020
Statutory Liabilities	6.28
Advances from debtors	33.78
Total	40.06

Annexure XXI

STATEMENT OF INCOME TAX PROVISIONS, AS RESTATED

Particulars	
	31-03-2020
Income Tax Provision	27.38
Total	27.38

Annexure XXII

STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED

Particulars	
	31-03-2020
REVENUE FROM OPERATIONS	
Sale of Products	
Revenue from Manufacturing	
Export Sales	3,872.66
Local Sales	363.99
Total (A)	4,236.65
Revenue from Trading	
Local Sales (Fabric)	3,332.77
Total(B)	3,332.77
TOTAL (C)	7,569.42
Other Operating Income	
Foreign Currency Fluctuation Gain	69.80
Export Incentives	179.76
Freight Charges	52.24
Discount	1.44
Total(D)	303.24
TOTAL (C+D)	7,872.67

Annexure XXIII

STATEMENT OF OTHER INCOME, AS RESTATED

Particulars	
	31-03-2020
Bank Interest	12.75
Other Income	3.20
Total	15.95
Net Profit Before Tax as Restated	329.39
Other Income as a %age of PBT	4.84%

Annexure XXIV

STATEMENT OF DIVIDEND DECLARED, AS RESTATED

Particulars	
	31-03-2020
On Equity Shares	
Fully Paid up Share Capital (Rs. in lakhs)	523.00
Face Value (Rs.)	10
Paid up value per share (Rs.)	10
Rate of Dividend	10%
Total Dividend Declared (Rs. in lakhs) (Net of Dividend Distribution Tax)	30.32

As at March 31, 2020				
Particulars	**Receiving of Goods & Service**	**Remuneration**	**Director Sitting Fees**	**Interest Paid**
Sanjay Patel	-	42.00	-	3.59
Fatema Kachwala	-	-	-	-
Taruna Patel	-	-	-	0.27
Jehan variava	-	-	0.10	-
Jasbir Singh Anand	-	-	0.08	-
Shalin Patel	-	25.00	-	0.30
Smita Patel	-	-	-	0.85
Piyush Patel	-	25.98	-	-
B.M. Electro Mechanical LLP	584.78	-	-	-

Annexure XXVII

STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

Particulars	
	31-03-2020
Restated PAT as per P & L Account	238.98
Actual Number of Equity Sharesoutstanding at the end of the year	50,23,000.00
Equivalent Weighted Average number of Equity Shares at the end ofthe year	50,23,000.00
Paid Up Share Capital	502.30
Reserves & Surplus	1,581.62
Misc. Expenses not written off	(41.49)
Net Worth	2,042.43
Earnings Per Share:(1)	
Basic	4.76
Diluted	4.76
Return on Net Worth (%)	11.70%
Net Asset Value Per Share (Rs.) - based on actual no. of equity shares of Rs. 10/- each at the end of the year	
Nominal Value per Equity share (Rs.)	10

Annexure XXVIII

STATEMENT SHOWING SEGMENT REPORT

Segment Report Based On Product-Wise

Particulars	
	31-03-2020
SEGMENT REVENUE	
Manufacturing of Engineering Products	4,539.89
Trading of Fabrics of and Textile Material	3,332.77
Net Sales/ Income from Operations	**7,872.67**
SEGMENT RESULTS	
Manufacturing of Engineering Products	294.20
Trading of Fabrics of and Textile Material	178.51
SEGMENT RESULTS	**472.71**
Less:	
a) Interest Expense	(143.32)
b) Other Un-allocable Expenditure/ (Income) net	
Profit/ (loss) after finance cost but before exceptional items	**329.39**
Exceptional Items (Net)	
Total Profit/ (Loss) before tax	**329.39**
	31-03-2020
SEGMENT ASSETS	
Manufacturing of Engineering Products	3,708.54
Trading of Fabrics of and Textile Material	1,344.49
SEGMENT ASSETS	**5,053.03**
SEGMENT LIABILITIES	
Manufacturing of Engineering Products	2,652.08
Trading of Fabrics of and Textile Material	317.03
SEGMENT LIABILITIES	**2,969.11**
Capital Employed	

Manufacturing of Engineering Products	1,056.46
Trading of Fabrics of and Textile Material	1,027.46
Capital Employed	**2,083.92**

Segment Report Based On Geographical Area-wise

Particulars	
	31-03-2020
SALES:	
Domestic	3,696.77
Export	3,872.66
Total	7,569.42

RESULTS OF OUR OPERATIONS

Particulars	
	31-03-2020
INCOME	
Revenue from Operations	7,872.67
Other Income	15.95
Total Income (A)	**7,888.62**
EXPENDITURE	
Cost of materials consumed /Traded Goods	5,786.02
(Increase)/Decrease in Inventories	(339.00)
Employee benefit expenses	250.17
Finance costs	159.59
Depreciation and Amortization expense	94.42
Administration & Other Expenses	1,608.03
Total Expenses (B)	**7,559.23**
Profit / Loss from operations before tax	**329.39**
Tax expense	
Current tax	(88.50)
Earlier year tax	(1.20)
Deferred tax	(0.72)
Total Tax Expense (E)	**(90.42)**
Profit / Loss from Continiuing Operations	238.98
Other Comprehensive Income	
Item That will not be reclassified to profit or loss	-
Income tax relating to items that will not be reclassified to profit and loss	-
Total Comprehensive Income	**238.98**

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at March 31, 2022 on the basis of Restated Consolidated Financial Statements and as adjusted for the proposed Offer. This table should be read in conjunction with '***Risk Factors***', '***Management's Discussion and Analysis of Financial Condition and Results of Operations***', and '***Financial Statements***' on pages 21, 142 and 100 respectively.

Particulars	Pre-Issue as at March 31, 2022	Post Issue
Total Borrowings	2718.89	1852.89
Non - current borrowings	1325.67	1325.67
Current Borrowings	4044.56	3178.56
Total Borrowings (C) = (A) + (B)		
Total equity attributable to equity holders of our Company	1004.6	1366.2
Equity Share Capital	1545.49	4800.394
Other Equity	2550.09	6166.594
Total equity attributable to equity shareholders of our Company (D)	1.07	0.30
Non - current borrowings / total equity attributable to equity shareholders of the Company = (A) / (D)	1.59	0.52
Total borrowings / total equity attributable to equity shareholders of the Company = (C)/(D)	2718.89	1852.89

Post Issue column reflects changes in the total equity only on account of the proceeds from the Issue (assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio and receipt of all Call Monies), i.e., fresh Issue of 36,16,560 Equity Shares at a price of ₹ 100 per Rights Equity Share, including a premium of ₹ 90 per Rights Equity Share, resulting in an increase of ₹ 361.65 lakhs in the Equity Share capital of our Company and an increase of ₹ 3254.90 lakhs in other equity. Adjustments do not include Issue related expenses. It does not consider any other transactions or movements for such financial statements line items after March 31, 2022.

PROFORMA FINANCIAL STATEMENTS

The Statutory Auditor R A Maru & Associates, Chartered Accountant vide it certificate dated July 21, 2022 has certified that Tembo Global USA Inc, incorporated on December 13, 2019 in USA has closed on May 28, 2022 and was not a material subsidiary of Tembo Global Industries Limited.

MANAGEMENT DISCUSSION AND ANALYSIS CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with the "*Financial Statements*" beginning on page 100. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "*Risk Factors*" and "*Forward Looking Statements*" beginning on page 21 and 14, respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Letter of Offer are prepared in accordance with Ind AS as applicable, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2021 included herein is based on the Audited Consolidated Financial Statements and for Fiscal 2022 included herein is based on the Audited Consolidated Financial, included in this Letter of Offer. For further information, refer "Presentation Of Financial, Industry And Market Data" and "Financial Statements" on page 16 and 100 respectively.

Background and Review

The Company is a public company domiciled in India and was incorporated on 16.06.2010 under the provisions of the Companies Act 1956 applicable in India. The Registered Office of the Company is situated at D-146/147, MIDC TTC Industrial, Estate, Opp Balmer Lawrie, Turbhe, Navi Mumbai 400703

The Company is principally engaged in the activities pertaining manufacture of pipe hangers and trading of fabrics.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Despite being hit by the lack of construction activities due to Covid-19 for a year, the steel industry has done well. The steel sector contributes approximately 1.5% to India's GDP and is one of the core sectors forming the backbone of the economy, providing employment to about 25 lakh people directly and indirectly. India is the third largest manufacturing hub of steel pipes in the world and these constitute 8 to 10% of the steel consumption.

The exports for the current fiscal are expected to surpass that of FY21 as it has already crossed 70% of that year. Although there has been border tensions with China, the steel industry has seen sustained trade flow between India and China. Exports accounted for Rs 19,267 crore whereas imports from China accounted Rs 16,369 crore.

However, the transport prices shooted up by 40% and the raw material availability and price hike of our raw material threaded rod and steel sheets, patti shooted up. There was hike in Labour charges and loading and unloading charges.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of tangible and intangible assets after making necessary adjustment for mine reclamation provision.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled "*Financial Statements*" on page 100

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in section "*Financial Information*" on page 100, there has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

RESULTS OF OPERATIONS

The following table sets out selected data from the Restated Financial Statements for Fiscal 2022, Fiscal 2021 and Fiscal 2020, together with the percentage that each line item represents of our total revenue for the periods presented.

Particulars	Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ in Lakhs	% To total income	₹ in Lakhs	% To total income	₹ in Lakhs	% To total income
Income						
Revenue from Operations	17,592.75	98.89%	10450.67	99.84%	7,872.67	99.80%
Other Income	197.86	1.11%	16.37	0.16%	15.95	0.20%
Total Income	**17,790.61**	**100.00%**	**10467.04**	**100.00%**	**7,888.62**	**100.00%**
Expenses						
Cost of materials consumed	5,540.56	31.14%	3545.99	33.88%	2,463.22	31.22%
Changes In Inventories Of Finished Goods, Work-In-Progress And Stock-In-Trade	-615.81	-3.46%	-186.00	-1.78%	-339.00	-4.30%
Cost of Traded Goods	8,848.20	49.74%	4054.90	38.74%	3,322.81	
Employee Benefit Expenses	493	2.77%	296.40	2.83%	250.17	3.17%
Finance Cost	356.22	2.00%	240.16	2.29%	159.59	2.02%
Depreciation and amortisation expense	232.72	1.31%	195.02	1.86%	94.42	1.20%
Manufacturing Expenses	1997.53	11.23%	1413.34	13.50%	999.95	
Selling & Distribution Expenses	215.95	1.21%	243.51	2.33%	202.15	
Administrative Expenses	74.37	0.42%	53.00	0.51%	179.14	2.27%
Other Expenses	217.97	1.23%	276.26	2.64%	226.79	
Total Expenses	**17,361.11**	**97.59%**	**10132.58**	**96.80%**	**7559.24**	**95.82%**
Profit / (Loss) before exceptional items and extraordinary items and Tax	429.50	2.41%	334.46	3.20%	329.38	4.18%
Exceptional Items	-	-	-	-	-	-
Profit / (Loss) after exceptional items and extraordinary items and Tax	429.50	2.41%	334.46	3.20%	329.38	4.18%
Tax Expense						
Current Tax	-120	-0.67%	-124.90	-1.19%	-88.5	-1.12%
Deferred Tax	5.84	0.03%	24.05	0.23%	-0.72	-0.01%
Prior Period Tax Adjustments	-	-	1.28	0.01%	-1.20	-0.02%
Total Tax Expense	**-114.16**	-0.64%	**-99.57**	-0.95%	**-90.42**	-1.15%
Profit After Tax	315.34	1.77%	234.89	2.24%	238.96	3.03%

Total income

Our revenue comprises of: Revenue from operations by sale of products and other incomes.

Revenue from operations

Our revenue from operations arises out of Manufacturing of Engineering Products & Trading of Fabrics and Textile materials.

Other Income

Our other income comprises interest income, Gain on hedge of foreign currency, and miscellaneous income.

Expenses

Our expenses consist of (i) employee benefit expenses; (ii) finance costs; (iii) depreciation and amortization expense; (iv) Manufacturing Expenses (v) Selling & Distribution expenses (vi) Administrative Expenses (vii) other expenses; (v) Cost of materials consumed

Employee benefit expenses

Employee benefit expense consists of salary, contribution to provident fund expense and other expense, gratuity expense and staff welfare expense. Our salary & wages are net of capitalization.

Finance costs

Our finance costs comprise of interest on term loan and working capital loan and other finance cost.

Depreciation and amortization expenses

Depreciation and amortization expenses consist of Tangible and intangible assets which are depreciated and amortized over periods corresponding to their estimated useful lives.

Other expenses

Our other expenses primarily include legal, professional and consultancy fees, travelling and conveyance, Power and fuel, postage, Repairs to machinery, Printing stationery, Advertising promotional expenses, Transportation distribution expenses, Payment for audit services and Miscellaneous expenses.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Results of our Operations

Comparison of Consolidated Financial Results of Operations of Fiscal 2022 with Fiscal 2021

Total Income:

Our total revenues in the fiscal year ended 31st March, 2022 were ₹ 17,790.61 Lakhs, an increase of 68.74% over our total revenues of ₹ 10,467.04 Lakhs in the fiscal year ended 31st March, 2021.

Revenues:

Our revenues from operation for the fiscal 2022 were ₹ 17,592.75 Lakhs an increase of 68.34% over our revenues from operation of ₹ 10,450.67 Lakhs in the fiscal 2021. This increase in our revenue from operations was primarily driven by increased revenue contribution from our trading segment.

Other income

Our other income comprises of interest on bank deposits and other income. Our other income in the fiscal 2022 was ₹197.86 Lakhs as compared to ₹16.37 Lakhs in the fiscal 2021 showing an increase of 1108.67% over fiscal 2021. The increase in other income is due to the reason of increase in gain on hedge of foreign exchange by ₹148.78 Lakhs in Fiscal 2022 over Fiscal 2021.

Cost of Material Consumption

Our Cost of Material consumption rose significant by 56.25% with ₹ 3,545.99 lakhs in the fiscal 2021 to 5,540.56 lakhs in the fiscal 2022.

Cost of traded goods

Our purchases of stock-in-trade increased by 118.21% in the fiscal were ₹ 8,848.20 lakh, as compared to ₹ 4,054.90 lakh in the fiscal year ended 31st March, 2021. primarily on account of more focus on trading instead of manufacturing

Changes in inventories of raw material, work-in-progress, and finished goods,

Our changes in inventories of raw material, work-in-progress, and finished goods, in the fiscal 2022 were ₹ (615.81) lakh, an increase in 231.08% as compared to ₹ (186.00) lakhs in the fiscal 2021.

Employee benefit expenses

Employee costs net of capitalized cost in the fiscal 2022 stood at ₹ 493.40 Lakhs, an increase of 66.46 % over our employee costs net of capitalized cost of ₹ 296.40 in the fiscal 2021. Employee costs relate to salaries and incentive paid to employees.

Finance costs

Finance costs increased by 48.33% from ₹ 240.16 lakhs in Fiscal 2021 to ₹ 356.22 lakhs in Fiscal 2021, which was primarily on account of increase in loans and working capital borrowing.

Depreciation and Amortization Expense

Depreciation and amortization expenses increased by 19.33% from ₹ 195.02 lakhs in Fiscal 2021 to ₹ 232.72 lakhs in Fiscal 2022 on account of addition to property, plant & equipment of ₹ 217.96 lakhs.

Manufacturing expenses

Manufacturing expenses increased by 41.33% i.e. ₹ 584.19 lakhs from ₹ 1413.34 lakhs in Fiscal 2021 to ₹ 1997.53 lakhs in Fiscal 2022.

Selling & Distribution expenses

Selling & Distribution expenses decrease by 11.32% from ₹ 243.51 lakhs in Fiscal 2021 to ₹ 215.95 lakhs in Fiscal 2022.

Administration expenses

Administration expenses increased by 40.32% from ₹ 53.00 lakhs in Fiscal 2021 to ₹ 74.37 lakhs in Fiscal 2022.

Other expenses

Our other expenses net of capitalized expenses decreased by ₹ 58.29 Lakhs from ₹ 276.26 Lakhs in Fiscal 2021 to ₹ 217.97 Lakhs in Fiscal 2022.

Profit/Loss before Tax

In light of above discussions, our profit before tax increased substantially to ₹429.50 Lakhs in Fiscal 2022 or by 28.42% from a profit of ₹ 334.86 Lakhs in Fiscal 2021.

Profit/Loss after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit of ₹ 429.50 Lakhs in Financial Year 2022 as compared to a profit of ₹ 334.46 Lakhs in the Fiscal 2021 which was an increase in Profit after tax by 34.25%.

Comparison of Consolidated Financial Results of Operations of Fiscal 2021 with Fiscal 2020

The figures for the Fiscal year 2021 are as per restatement done by the Management in compliance of adoption of INDAS and for the Fiscal year 2020 are as per the GAAP-AS reporting. The accounting standards differ in certain material respects from each other. In view of the above treatment the Profit & Loss statement of Fiscal 2021 & Fiscal 2020 cannot be compared.

RELATED PARTY TRANSACTIONS

For details of our related party transactions, refer "*Financial Information*" on page 100 in this Letter of Offer.

Significant Developments since last balance sheet date

Except as mentioned below, to our knowledge no circumstances have arisen since March 31, 2022, the date of the last financial information disclosed in this Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

- Closure of Wholly Owned Subsidiary named "Tembo USA INC".
- The Financial results for the Year ended March 31, 2022 and March 31, 2021 have been prepared by adoption of Ind AS on a basis that differs in certain material respects from generally accepted accounting principles.
- Company holds shares in Northstar Technologies International Limited incorporated on July 20, 2022 which in turn effect the status as Associate Company.

MARKET PRICE INFORMATION

The Equity Shares are listed on NSE as on since April 23, 2021*. The Rights Equity Shares will be listed on NSE pursuant to the Issue. For further details, see '*Terms of the Issue*' on page 159.

**Note: The Company was listed on Emerge Platform of National Stock Exchange of India Limited on August 13, 2018 vide listing and trading approval from National Stock Exchange of India Limited dated August 13,2018. Further, the Company migrated to main board of National Stock Exchange of India Limited vide listing and trading approval dated April 23,2021.*

We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to the Issue from the NSE dated August 01, 2022. Our Company will also make applications to NSE to obtain the listing and trading approvals from the Stock Exchanges for the Rights Entitlements as required under the SEBI Rights Issue Circular.

For the purpose of this section, unless otherwise specified:
1.Year is a Financial Year;
2. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case may be;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and
4. In case of 2 days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares (NSE)
The following table sets forth the high, low and average market price of the Equity Shares recorded on the NSE during the preceding 3 Fiscal and the number of the Equity Shares traded on the days when the high and low prices were recorded:

Fiscal	High (₹)	Date of High	Volume on date of high (No. of Equity Shares)	Total Volume on date of high (₹)	Low (₹)	Date of low	Volume on date of low (No. of Equity Shares)	Total Volume on date of low (₹)	Average market price (₹)
2022	334.55	October 06, 2021	309997	100323910.95	116.5	April 23, 2021	188711	22623198.3	235.08
2021	260.8	February 12, 2021	184000	38100800	93.3	March 31, 2021	18000	1705300	163.42
2020	137.5	February 13, 2020	4000	545000	100	July 24, 2019	132000	14472800	118.14

Source: www.nseindia.com

The total number of Equity Shares traded on the NSE during the last 6 months was 92,47,711 Equity Shares. The average volume of Equity Shares traded on the NSE during the last 6 months was 75800.91 Equity Shares per day.

The high and low prices and volume of Equity Shares traded on the respective date on the NSE during the last 6 months preceding the date of filing of this Letter of Offer are as follows:

Month	High (₹)	Date of High	Volume on date of high (No. of Equity Shares)	Total Volume on date of high (₹)	Low (₹)	Date of low	Volume on date of low (No. of Equity Shares)	Total Volume on date of low (₹)	Average market price (₹)
July 2022	179.90	July 22, 2022	39962	6974890.85	106.50	July 01, 2022	13019	1519140.90	157.00
May 2022	215.95	May 02, 2022	80419	16413629.25	135.30	May 25, 2022	44514	6450968.40	169.98
April 2022	226.50	April 08, 2022	162951	35905030.65	176.30	April 28, 2022	126763	23774406.85	206.75
March 2022	244.80	March 15, 2022	170606	40231369.85	186.20	March 08, 2022	289775	56742623.30	214.80
February 2022	307.80	February 17, 2022	144757	43709210.15	218.40	February 28, 2022	43811	9931370.25	285.23
January 2022	298.65	January 10, 2022	57770	16742528.6	248.65	January 27, 2022	39265	10269277.95	278.23

The Board has approved the Issue at their meeting held on May 10, 2022. The high and low prices of Equity Shares as quoted on the NSE on May 11, 2022, the day on which the trading in the Equity Shares happened immediately following the date of the Board meeting are as follows:

Date	Volume (No. of Equity Shares)	High Price (₹)	Low Price (₹)
May 11, 2022	101238	188.4	171.7

The closing market price of the Equity Shares as on June 16, 2022 i.e., one day prior to filing of this Letter of Offer was ₹ 126.15 on the NSE. The Issue Price is ₹ 100 per Rights Equity Share.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND DEFAULTS

Our Company and Promoters are subject to various legal proceedings from time to time primarily arising in the ordinary course of their business.

Further other than as disclosed in this section, there are no outstanding litigation involving our Company, Subsidiaries and/or our Promoters with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Promoters, (ii) material violations of statutory regulations by our Company and/or our Promoters, (iii) economic offences where proceedings have been initiated against our Company and/or our Promoters, (iv) any pending matters, which if they result in an adverse outcome would materially and adversely affect operations or financial position of our Company and/or our Promoters, and (v) tax matters. Our Company's Policy for Determination of Materiality, framed in accordance with Regulation 30 of the SEBI Listing Regulations, does not stipulate any materiality threshold litigation.

Pre-litigation notices received by our Company, subsidiaries and/or our Promoters from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) has not be evaluated for materiality until such time our Company and / or our promoter are impleaded as defendant in litigation proceedings before any judicial forum.

- **Outstanding litigations involving our Company:**
- **Criminal proceedings against our Company -** Nil
- **Criminal proceedings filed by the manager of our Company-** Nil
- **Outstanding civil litigation involving our Company-** NA
- **Arbitration-** NA
- **Labour cases –** NA
- **District Court cases –** NA
- **Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Letter of Offer**

  There have been no fines imposed on our Company or compounding of offences by our Company under the Companies Act in the last five years immediately preceding the date of this Letter of Offer except as below:

Sr.no	Competent Authority	Regulatory Charges	Regulatory Action(s)/ Date of Order	Further Developments
1	Regional director, Western Region Ministry of Corporate Affairs, Mumbai	Delay in filing of Form CHG-4 for satisfaction of charge of Rs 30,00,000 availed from Bank of India, Turbhe branch, Plot no 34, sector 24, Turbhe, Navi Mumbai-400705 on 13/09/2011. The charge was satisfied on 18/07/2018 and the form ought to have been filed within 30 days from satisfaction of charge i.e on or before 16/08/2018 but the said form was filed with Registrar on 28/08/2018 after a delay of 12 days.	Amount levied Rs. 11,250 vide order dated. 24/11/2021.	Company has made payment of Rs. 12150/- Vide SRN challan X01999457 dated 30/11/2021

Sr.no	Competent Authority	Regulatory Charges	Regulatory Action(s)/ Date of Order	Further Developments
2	Regional director, Western Region Ministry of Corporate Affairs, Mumbai	Delay in filing of Form CHG-4 for satisfaction of charge of Rs 7,50,000 availed from Bank of India,Turbhe branch, Plot no 34, sector 24,Turbhe, Navi Mumbai-400705 on 11/12/2012. The charge was satisfied on 18/07/2018 and the form ought to have been filed within 30 days from satisfaction of charge i.e on or before 16/08/2018 but the said form was filed with Registrar on 28/08/2018 after a delay of 12 days.	Amount levied Rs 11,250 vide order dated 10/08/2021.	Company has made payment of Rs 11,250/- Vide SRN challan U97075980 dated 17/09/2021
3	Regional director, Western Region Ministry of Corporate Affairs, Mumbai	Delay in filing of Form CHG-4 for satisfaction of charge of Rs 19,00,000 availed from Bank of India,Turbhe branch, Plot no 34, sector 24,Turbhe, Navi Mumbai-400705 on 12/10/2015. The charge was satisfied on 18/07/2018 and the form ought to have been filed within 30 days from satisfaction of charge i.e on or before 16/08/2018 but the said form was filed with Registrar on 28/08/2018 after a delay of 12 days.	Amount levied Rs 11,250 vide order dated 10/08/2021.	Company has made payment of Rs 11,250 vide SRN challan U97076871 dated 17/09/2021

- **Litigations involving our Subsidiaries**
  There are no issues of moral turpitude or criminal liability, material violation of statutory regulations or economic offences or material pending matters involving our Subsidiaries.

- **Material frauds against our Company in the last five years immediately preceding the year of this Letter of Offer**
  As of the date of this Letter of Offer, there have been no material frauds committed against our Company in the last five years

- **Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of this Letter of Offer and if there were prosecutions filed (whether pending or not)**
  There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act in the last five years against our Company.

- **Disciplinary Action Including Penalty Imposed by Sebi or Stock Exchanges Against the Promoters in the Last Five Financial Years Including Outstanding Action.**
  There have been no disciplinary action including penalty imposed by Sebi or Stock Exchanges Against the Promoters in the Last Five Financial Years Including Outstanding Action except:

Sr.no	Competent Authority	Regulatory Charges	Regulatory Action(s)/ Date of Order	Further Developments
1	National Stock Exchange of India Limited	Non-compliance with Regulation 23 (9) Of SEBI (LODR) Regulations, 2015	Imposed fine of Rs 70,800 vide Notice dated 14th July, 2022	The Company has paid penalty.

- **Outstanding dues to small scale undertakings or any other creditors**
  As on March 31, 2022 the Company do not have any outstanding liability against Micro, Small and Medium Enterprise creditors. Also, In the absence of information available with us, dues outstanding to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as of 31/03/2022, cannot be ascertained.

- **Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company**
  There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company.

II. Litigation involving our Directors

A] Outstanding criminal litigation involving our Directors

- Criminal proceedings against our Directors: Nil
- Criminal proceedings by our Directors: Nil
- Actions taken by Statutory / Regulatory Authorities: Nil
- Tax Proceedings: Nil
- Other Material Litigations: Nil

B] Outstanding civil litigation involving our Directors

- Civil proceedings against our Directors: Nil
- Civil proceedings by our Directors: Nil
- Actions taken by Statutory / Regulatory Authorities: Nil
- Tax Proceedings: Nil
- Other Material Litigations: Nil

III. Litigation involving our Promoters

A] Outstanding criminal litigation involving our Promoters

- Criminal proceedings against our Promoters: Nil
- Criminal proceedings by our Promoters: Nil

B] Outstanding civil litigation involving our Promoters

- Civil proceedings against our Promoters: NIL

IV. Tax proceedings

A summary of tax proceedings, in a consolidated manner, involving our Company, our Promoters, our Directors are stated below:

Sr. No	Nature of Case	Number of Cases	Amount Involved (in INR)	Interest Accrued	Remarks, if any
A	**Our Company**				

Sr. No	Nature of Case	Number of Cases	Amount Involved (in INR)	Interest Accrued	Remarks, if any
	Direct Tax				
1	Assessment year 2014-15, including Assessment proceedings u/s 143(3) for AY 2015-16	1	58,60,000		Appeal filed by the Company on January 25, 2018 before the commissioner of Income Tax appeals. Hearing date is awaited
	TDS Defaults				
1	TDS defaults for TANs – F.Y 2019-20	1	-	30	This includes Interest on payment default u/s 201, Interest on deduction default u/s 201, Interest u/s 220(2)
2	TDS defaults for TANs – F.Y 2020-21	1	-	8,386	
3	TDS defaults for TANs – F.Y 2021-22	1	-	572	
4	Prior Years	1	-	7.38	
B	**OUR PROMOTERS AND PROMOTER GROUP**				
1	**Assessment year 2021-** Mr. Sanjay Jash Bhai Patel	1	87,100	3484	**Current Status :** The Company has made payment dated 31/03/2021 appearing vide Form 26AS. However, demand raised by the Income Tax Department on 5/04/2022 is still appearing on the Income Tax Portal.
C	**Other Tax Proceedings**	-	-	-	-
D	**Other Subsidiaries Companies**	-	-	-	-

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTERS AND OUR DIRECTORS: Nil

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company or the Promoters and nor our Directors are or have been classified as a wilful defaulter by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

MATERIAL DEVELOPMENTS

We confirm that other than the disclosures made in the Restated financial statements and Limited Review unaudited Financial Statement for the quarter and year ended June 30, 2022, as appearing in this Letter of Offer, there are no material changes and commitments affecting the financial position of the Company. Except the closure of Tembo Global USA Inc, wholly owned subsidiary in USA w.e.f. May 28, 2022 and Company holds shares in Northstar Technologies International Limited incorporated on July 20, 2022 which in turn effect the status as Associate Company.

GOVERNMENT APPROVALS OR LICENSING ARRANGEMENTS

In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. Our Company has received the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies and other statutory and/ or regulatory authorities required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as of the date of this Letter of Offer and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. Except for the following, no further material approvals from any governmental or regulatory authority are pending to undertake the Issue or continue its business activities.

I. Material approvals for which applications have been made by our Company, but are currently pending grant: NIL
II. Material approvals for which renewal applications have been made by our Company: NIL
III. Material approvals which have expired and for which renewal applications are yet to be made by our Company: NIL
IV. Material approvals required for which no application has been made by our Company: NIL

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

a. Our Board, pursuant to its resolution dated May 10, 2022, authorized the present Rights Issue;
b. Our Rights Issue Committee approved the Letter of Offer pursuant to its resolution dated August 16, 2022.
c. In-principle approval from NSE dated August 01, 2022.

II. Incorporation details

a. Certificate of Incorporation dated June 16, 2010 issued by the Assistant Registrar of Companies, Mumbai ("**ROC**") in the name of "Saketh Exim Private Limited".

b. A fresh Certificate of Incorporation consequent upon change of name from "Saketh Exim Private Limited" to "Saketh Exim Limited" was issued on December 19, 2017 by the RoC.

c. A fresh Certificate of Incorporation consequent upon change of name from "Saketh Exim Limited" to "Tembo Global Industries Limited" was issued on March 13, 2020 by the RoC.

d. Inclusion of new object as addition to Main Object was added vide Special Shareholder resolution dated 07th July, 2021.

e. The Corporate Identity Number (CIN) of the Company is L24100MH2010PLC204331.

III. Corporate approvals of our Company

a. The Permanent Account Number (PAN) of our Company is AAPCS4498C
b. The Tax Deduction Account Number (TAN) of our Company is MUMS94236C
c. Registration certificate under The Central Goods and Services Tax Act, 2017 (GST) for the state of Maharashtra bearing registration no. 22AAPCS4498C1ZV
d. Registration No. 1810200312409610 under Maharashtra Shop and Establishment Act,2017.
e. ISIN Number is INE869Y01010.

f. Certificate of Enrollment dated 16/01/2018, under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 bearing enrollment no.99553158766P

IV. Approvals obtained in relation to business operations

a. Our Company has obtained an Import Export Code bearing No. 0311015964 issued by the Foreign Trade Development Officer, Mumbai on June 14, 2011 and modified on June 01, 2020.

b. Our Company has obtained a Certificate of Compliance of Quality Standards ISO 9001:2015 bearing GACB5410 for its Quality Management Systems from the ACAS.

c. Our Company has obtained a Certificate of Compliance of Quality Standards ISO 14001:2015 bearing GACB5691 for its Quality Management Systems from the ACAS on 1st November, 2019 having validity till October 31st, 2022

d. Our Company has obtained a Certificate of Compliance of UL Safety Standards bearing No. 20130628-EX16250 for its products from the Director of North American Certification Programs on 13th August, 2020.

e. Our Company has obtained a Certificate of Compliance of UL Safety Standards bearing No. HLX.EX27325 for its products from the Director of North American Certification Programs on November 14, 2016.

f. Our Company has obtained Certificate of Compliance of FM Approved standards bearing No. 0003056409 for its products from the VP, Manager-Fire Protection of FM Approvals on 15th June, 2020.

G. Our Company has obtained EOTA certification bearing no. ETA 20/0904 dated February 21, 2021 for its products Certification of Torque control expansion anchor made of galvanized steel or Sherardized steel size M8, M10, M12, M16, M20 and M24.

h. Our Company has obtained EOTA certification bearing no. ETA 20/0904 dated February 21, 2021 for its products Certification of Deformation controlled anchor made of galvanized steel of size M6, M8, M10, M12, M16, M20 for use in non-structural syatems.

i. Company has obtained Udhyog Aadhar Registration certificate bearing No.MH17A0015810 on Ministry of Micro, Small and Medium enterprises filed on 18/11/2017.

j. Company has obtained Authorized Economic operator T1 certificate by Ministry of Finance bearing No. INAAPCS4498C1F218 on 04/02/2021 and is valid till 03/02/2024.

k. Company has obtained factory license bearing No.119002599100S-8 under Factories Act, 2018 on 27/05/2020.

l. Company has obtained Udyam Registration certificate bearing No.MH-33-0053371 ON 21st January, 2021.

m. Company has obtained Registration Cum Membership Certificate bearing no WR/1539/2016-17 with the Federation of Indian Export Organization on 15/06/2020 and was valid till 31/03/2023.

n. Company has obtained renewal of registration of trade mark No 2268470 class 6 on 22/01/2022 for a period of 10 years from 18/01/2022.

OTHER REGULATORY AND STATUTORY APPROVALS AUTHORITY FOR THE ISSUE

AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on May 10, 2022 pursuant to Section 62(1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Rights Issue Committee in its meeting held on August 16, 2022 has approved the Letter of Offer.

Our Rights Issue Committee in its meeting held on August 01, 2022 has resolved to issue Equity Shares to the Eligible Equity Shareholders, at ₹ 100 per Equity Share, in the ratio of 9 Equity Shares for every 25 Equity Shares as held on the Record Date. The Issue Price of ₹ 100 per Equity Share has been arrived at, in consultation with the Lead Manager, prior to determination of the Record Date.

Our Company has received "In-Principle Approval" from NSE vide their letter dated July 28, 2022 in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE869Y20010 for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 159.

ASSOCIATION OF OUR DIRECTORS WITH SECURITIES MARKET

None of our Directors are associated with the securities market.

PROHIBITION BY SEBI

Our Company, Promoters, member of the Promoter Group, Directors and persons in control of our Company have not been prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Letter of Offer.

The companies with which our Promoter or our Directors are associated as promoter or directors have not been debarred from accessing the capital market by SEBI.

Neither our Promoter nor our Directors have been declared as Fugitive Economic Offenders.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on National Stock Exchange of India Limited ("NSE"). Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B - Clause 2 of Schedule VI of the SEBI ICDR Regulations.

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges and has received their "In-Principle Approvals" for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE Limited is the Designated Stock Exchange for this Issue.

Compliance with Clause (2) of Part B of Schedule VI of the SEBI ICDR Regulations

As our Company satisfies the conditions specified in Clause (2) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR

Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Part B-1 of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

This Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 50 crores.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Letter of Offer or in the advertisements or any other material issued by or at instance of the above-mentioned entities and that anyone placing reliance on any other source of information, including website of our Company or Lead Manager would be doing so at his or her own risk.

Investors will be required to confirm and will be deemed to have represented to our Company, Lead Manager and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Our Company, the Lead Manager and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares. Our Company and the Lead Manager shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer.

No dealer, salesperson or other person is authorised to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

DISCLAIMER IN RESPECT OF JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

DISCLAIMER CLAUSE OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

As required, a copy of this letter of offer has been submitted to the NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of the Draft Letter of Offer is as follows:

"As required, a copy of this letter of offer has been submitted to National Stock of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref. No. NSE/LIST/31881 dated July 28, 2022 permission to the Issuer to use the Exchange's name in this letter of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized the draft letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

For more detail, please refer "*Notice to Investor*" on page 11 of this Letter of Offer.

FILING

For details, please refer Section Titled "*General Information*" on page 43 of this Letter of Offer.

LISTING

The Designated Stock Exchange for the purposes of the Right Issue will be National Stock Exchange of India Limited. Our Company will apply to National Stock Exchange of India Limited and for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Investor Grievances and Redressal System

Our Company has adequate arrangements for the redressal of investor complaints. Redressal norm for response time for all correspondence including shareholders complaints is within 15 (fifteen) days. Additionally, we have been registered with SCORES, as required by the SEBI Circular no. CIR/OIAE/2/2011 dated June 3, 2011. Letters are filed category wise after being duly attended. A well-arranged correspondence system has been developed for letters of a routine nature.

Our Company has constituted Stakeholders Relationship Committee which currently comprises of Mrs. Smita Sanjay Patel (Chairman) Mr. Jasbir Singh Jaswant Singh Anand (Member), Mr. Jehan Darayus Variava (Member). Our Company provides easy access to information regarding our services and ensure timely disclosures of financial as well as non-financial material information. Grievances are resolved in a timely, efficient and fair manner, and processes are promptly initiated to prevent recurrence.

GRIEVANCE REDRESSAL MECHANISM

The Company has an established mechanism for investor services and grievance handling, with RTA and the Compliance Officer of the Company for this purpose, being important functional nodes.

Some of the key steps undertaken by the Company for handling Investor Grievances are enumerated as follows:

- Bigshare Services Private Limited (RTA) is entrusted with handling all share related matters.
- Investors can lodge a complaint by giving details of their name, folio no., DP ID / Client ID, nature and full particulars of their complaint directly to the Company at cs@sakethexim.com
- All the investor complaints/grievance received through SEBI by online "SEBI Complaints Redress System" (SCORES) are checked regularly and replied/resolved expeditiously.

- As required under Regulation 13 of the Listing Regulations, the Company files with the Stock Exchanges and places the statement of investor complaints at the Board meeting on a quarterly basis.

STATUS OF OUTSTANDING INVESTOR COMPLAINTS

As on the date of this Letter of Offer, there were no outstanding Investor complaints.

As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavour of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

Investor Grievances arising out of the Issue

Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue. The agreement between the Company and the Registrar to the Issue provides for a period for which records shall be retained by the Registrar to the Issue in order to enable the Registrar to the Issue to redress grievances of Investors.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB in case of ASBA process, giving full details such as Folio No. / Demat Account No., name and address, contact telephone/ cell numbers, email id of the first Applicant, number of Rights Equity Shares applied for, serial number of Application Form, amount blocked (in case of ASBA process) or amount debited , the name of the bank/ SCSB and the branch where the Application Form was deposited, along with a photocopy of the acknowledgement slip (in case of ASBA process). In case of renunciation, the same details of the Renouncee should be furnished. For details on the ASBA process, please see the chapter titled "Terms of the Issue" on page 159.

Investors may contact the Compliance Officer at the below mentioned address and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post -Issue related problems such as non-receipt of allotment advice / share certificates / Demat credit / refund orders etc.

Registrar to the Issue
Bigshare Services Private Limited.
1st Floor, Bharat Tin Works Building,
pp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai-400059.
Investor Grievance ID: investor@bigshareonline.com
SEBI Registration No.: INR000001385

Company Secretary and Compliance Officer
Ms. Tasneem Husain Marfatia
Address: Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi Mumbai-400705
Email: cs@sakethexim.com

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (https://www.bigshareonline.com//). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties is: - 022-62638200/22.

SECTION VII - ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Managers are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("SEBI – Rights Issue Circular"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, If any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- our Company at: - www.tembo.in ,
- the Registrar to the Issue at www.bigshareonline.com
- the Lead Managers at www.fedsec.in ;
- the Stock Exchanges at www.nseindia.com.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the issue at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (for

Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company at www.tembo.in

Please note that neither our Company nor the Registrar nor the Lead Managers shall be responsible for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Equity Shares under the laws of any jurisdiction which apply to such person.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, refer "Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" beginning on page 174 of this Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from

the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer "Grounds for Technical Rejection" on pages 170. Our Company, the Lead Managers and the Registrar shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" beginning on page 172.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

i. apply for its Equity Shares to the full extent of its Rights Entitlements; or

ii. apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

iii. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

iv. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

v. renounce its Rights Entitlements in full.

A. Procedure for application through ASBA Facility

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to *https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34*.

For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Investors applying through ASBA:

a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be Allotted in the dematerialized form only.

c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

d) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Dont's for Investors applying through ASBA:

a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

c) Do not send your physical Application to the Lead Managers, the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

e) Do not submit Application Form using third party ASBA account

B. Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see '*Terms of the Issue – Credit of Rights Entitlement in dematerialized account of Eligible Equity Shareholders* 'on page 174.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.
Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in "Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" beginning on page 172.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the applicable Regulations and in the manner as set out in "*Basis of Allotment*" beginning on page 187.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Investors in relation to making of an Application

a. Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.

b. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

c. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page 172.

d. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date. Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

e. Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Managers.

f. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

g. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**

h. By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

i. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

j. Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Managers, SCSBs or the Registrar will not be liable for any such rejections.

k. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

l. All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

m. Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

n. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

o. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

p. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

q. Do not pay the Application Money in cash, by money order, pay order or postal order.

r. Do not submit multiple Applications.

s. No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.

t. An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

(c) Sending an Application to the Lead Manager, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Investors.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(q) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

(r) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(s) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "*Procedure for Applications by Mutual Funds*" on page 184.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

C. Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Tembo Global Industries Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Equity Shares entitled to;
8. Number of Equity Shares applied for within the Rights Entitlements;

9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Equity Shares applied for;
11. Total amount paid at the price of ₹ 100 per Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the Stock Exchanges).

I/ We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

D. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.tembo.in).

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE869Y20010. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and

shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., September 05, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

E. Renunciation & Trading of the Rights Entitlements Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or

stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Managers and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a. On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE869Y20010 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from August 22, 2022 to August 29, 2022 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE869Y20010 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of stock exchanges under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

b. Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN I INE869Y20010, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Basis for this Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in the dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date i.e. August 10, 2022.

Terms of Payment

Full amount of ₹ 100 per Equity Share (including premium of ₹ 90 per Equity Share) shall be payable on Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 9 Rights Equity Shares for every 25 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 3 Equity Shares or is not in the multiple of 3 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 3 Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank pari-passu with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received In-Principle approval from National Stock Exchange of India Limited through letter bearing reference number NSE/LIST/31881

dated July 28, 2022 respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on and National Stock Exchange of India Limited (Symbol: TEMBO) under the ISIN: INE869Y01010. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and members of the Promoter

Pursuant to the letter dated June 11, 2022, our Promoter and Promoter group, has undertaken that they will

a. they would subscribe, jointly and / or severally only to the extent of upto ₹ 500.00 Lakhs;

b. they would not subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of the SEBI Takeover Regulations; and

c. they may renounce their rights entitlement

The aforementioned subscription of Rights Equity Shares and Additional Equity Shares, if any by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

Since the Promoters and other members of the Promoter Group would not participate in this Issue, Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations is not applicable.

The Promoter and other members of the Promoter Group would not be participating in the Rights Issue and accordingly, the holdings of the Promoter and other members of the Promoter Group will be within the minimum public shareholding requirements prescribed under applicable law.

Rights of Holders of Equity Shares of our Company

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

a. The right to receive dividend, if declared;

b. The right to receive surplus on liquidation;

c. The right to receive offers for rights shares and be allotted bonus shares, if announced;

d. The right to free transferability of Equity Shares;

e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Letter of Offer; and

f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

General Terms of the Issue

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share. Further, the Rights Equity Shares shall be allotted only in dematerialised form.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment of Rights Equity Shares shall be in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants ("DPs") of the Eligible Equity Shareholders (Investors) would prevail. Any Eligible Equity Shareholders (Investor) holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares will be traded in dematerialised form only and therefore the marketable lot is one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. However, the Letter of offer, Abridged Letter of Offer,

Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue, stock exchanges and the lead manager to the issue. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Mumbai, where our Registered Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Rights Equity Shares to non-resident Equity Shareholders including additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at rightsissue@bigshareonline.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Managers and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Managers and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Managers.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at the office of the registrar to the issue.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, REFER "*ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS*" ON PAGE 183.

ISSUE SCHEDULE

Issue Opening Date	August 22, 2022
Last date for on-market renunciation of rights / Date of closure of trading of Rights Entitlement#	August 29, 2022
Issue Closing Date*	September 05, 2022
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	September 12, 2022
Date of Allotment (on or about)	September 13, 2022
Date of credit (on or about)	September 15, 2022
Date of listing (on or about	September 19, 2022

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., September 05, 2022 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., September 05, 2022.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or the optional mechanism.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. August 10, 2022, refer *"Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form"* on page 163.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdiction.

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company, Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Issue Materials and the Application Form. However, the Letter of offer Abridged Letter of Offer, Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue, stock exchanges and the lead manager to the issue. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.tembo.in).

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date i.e. August 10, 2022 and applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to

rejection of the Application. For details refer *"Grounds for Technical Rejection"* on page 165 of this Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer *"Application on Plain Paper under ASBA process"* on page 167 of this Letter of Offer.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("OCBs"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Investment / Procedure for applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

a. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 – IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs, VCFs and FDI Route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals

Applications by mutual funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with the Board and that such applications shall not be treated as multiple applications. The application made by an asset management company or by custodian of a mutual fund shall clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by non-resident Indians (NRIs)

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares

or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Last Date for Application

The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e., September 05, 2022. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date i.e. August 22, 2022.

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section, "*Basis of Allotment*" on page 182 of this Letter of Offer.

Please note that on the Issue Closing Date, applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period (before Issue Closing) by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date**.**

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date subject to necessary confirmation from the regulatory authority and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

For Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

For Non-Resident Investors

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company or the Lead Manager.

  Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. AUGUST 10, 2022 AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Basis of Allotment

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches or Controlling branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

(a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;

(b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

(c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Allotment Advices/Refund Orders/Unblocking of ASBA Accounts

Our Company will send/ dispatch Allotment advice, refund instructions/intimations (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and "our Directors" who are officers in default shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 4 days of the Issue Closing Date i.e. September 05, 2022.

The letter of allotment or refund order would be sent by registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would

be done through unblocking amounts blocked using ASBA facility.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice or Demat Credit

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and an agreement with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would

be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.
- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on pages 163.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

ii. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

iii. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three (3) times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Minimum subscription

This Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 5,000.00 Lakhs.

In accordance with proviso to Regulation 86 of SEBI ICDR Regulations amended vide SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 w.e.f. September 28, 2020 the minimum subscription criteria is not applicable to this issue if:

1. object of the issue involves financing other than financing of capital expenditure for a project; and

2. the promoters and the promoter group of the issuer undertake to subscribe fully to their portion of rights entitlement and do not renounce their rights except to the extent of renunciation within the promoter group.

Since, the proposed Rights Issue is for an amount less than ₹ 5000 Lakhs minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations read with Regulation 60 is not applicable also the object of the issue does not involve financing other than financing of capital expenditure for a project. Accordingly, the Rights Issue size would stand reduced to the extent of undersubscription, if any of the Rights Entitlement.

Utilization of Issue Proceeds

Our Board of Directors/ Rights issue Committee members declares that:

A. All monies received out of issue of shares or specified securities to the public shall be transferred to a separate bank account.

B. Details of all monies utilised out of the issue referred to in clause (A) shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilised; and

C. Details of all unutilised monies out of this issue referred to in clause (A) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Undertaking

Our Company undertakes the following:

i. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

ii. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.

iii. The funds required for making refunds/unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

iv. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

v. In case of refund/unblocking of the application money/amount for unsuccessful applicants or part of the application money / amount in case of proportionate allotment, a suitable communication shall be sent to the applicants.

vi. Adequate arrangements shall be made to collect all ASBA Applications.

vii. Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.

viii. Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Investor Grievances, Communication & Important Links

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.

2. All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client

ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "TEMBO GLOBAL INDUSTRIES LIMITED – Rights Issue" on the envelope and postmarked in India or in the email) to the Registrar at the following Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar https://www.bigshareonline.com//. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is https://www.bigshareonline.com//.

The Investors can visit links www.bigshareonline.com or www.tembo.in for the below-mentioned purposes:

a. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors.
b. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company.
c. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form.
d. Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders.

This Issue will remain open for a minimum 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Circular 2020"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. 366

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non- resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue.

The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain

such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the registered office of the Company between 10 a.m., and 5 p.m., on all working days from the date of the Letter of Offer until the Issue Closing Date and Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to cs@sakethexim.com.

A) Material contracts for the Issue

1. Issue Agreement dated July 19, 2022 between our Company and the Lead Manager.
2. Registrar Agreement dated July 19, 2022 between our Company and Registrar to the Issue.
3. Bankers to the Issue Agreement dated July 29, 2022 amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.

B) Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated May 10, 2022 in relation to the Issue and other related matters.
3. Resolution passed by our Rights Issue Committee dated August 01, 2022 finalizing the terms of the Issue including Record Date and the Rights Entitlement ratio.
4. Restated financial statements for year ended March 31, 2022, March 31, 2021 and March 31, 2020 and Limited unaudited financial results for the period ended June 30, 2022.
5. Consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Bankers to our Company, and Banker to the Issue to include their names in this Letter of Offer and to act in their respective capacities.
6. The Report dated July 18, 2022 from the Statutory Auditors of our Company, confirming the Statement of Special Tax Benefits available to our Company and its Shareholders as disclosed in this Letter of Offer.
7. Prospectus dated July 23, 2018 of the Initial Public Offer.
8. Annual Reports of our Company for Fiscal 2021, 2020, 2019, 2018 and 2017.
9. In-principle listing approvals dated July 28, 2022 issued by National Stock Exchange of India Limited under Regulation 28(1) of the SEBI Listing Regulations.
10. Due diligence certificate shall be submitted to SEBI by Lead Manager to the Issue.
11. Tripartite agreement amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue
12. Tripartite agreement amongst our Company, National Securities Depository Limited and Registrar to the Issue.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

JEHAN DARAYUS VARIAVA (Chairman & Independent Director) DIN: 07825744	**SANJAY JASHBHAI PATEL** (Managing Director) DIN: 01958033
JASBIR SINGH JASWANT SINGH ANAND (Independent Director) DIN: 08017248	**FATEMA SHABHIR KACHWALA** (Wholetime Director) DIN: 06982324
SMITA SANJAY PATEL Non- Executive Director DIN: 00348305	**SHALIN SANJAY PATEL.** Executive DirectorDIN: 08579598
MS. TASNEEM HUSAIN MARFATI (Company Secretary and Compliance Officer)	**Mr. SHABBIR HUSENI MERCHANT** (Chief Financial Officer)

Place: Navi Mumbai
Date: August 16, 202