



# TEMBO GLOBAL INDUSTRIES LTD

SEISMIC BRACING, ANTI VIBRATION, PIPE HANGER, FASTENERS & SUPPORT SYSTEMS



## ANNUAL REPORT 2019-2020



10<sup>th</sup> Annual General Meeting



**TEMBO GLOBAL INDUSTRIES LIMITED**  
(CIN: - L29253MH2010PLC204331)

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**ANNUAL REPORT 2019-20**

**10<sup>th</sup> ANNUAL GENERAL MEETING**

**On Wednesday, the 30<sup>th</sup> day of December 2020**

**HOTEL YOGIMIDTOWN**

Plot No Dx-12, T.T.C.industrial area, Next to Hyundai sharayu motors,  
After Turbhe bridge, Navi Mumbai-400705.Tel:912266081111/27610808

Registered office: At Plot No- PAP D- 146/ 147, TTC MIDC Turbhe ,Navi Mumbai-400705

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**Registered Office:-**

Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi Mumbai-400705

**Contact No:- +91-2562-239080 , Fax No:- 02562-239332**

**Website:- [www.nut-clamps.com](http://www.nut-clamps.com) , E-Mail Id:- [info@sakethexim.com](mailto:info@sakethexim.com)**



## 10<sup>th</sup> Annual General Meeting

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## 10<sup>th</sup> Annual General Meeting

### COMPANY INFORMATION

#### BOARD OF DIRECTORS

- Chairman & Managing Director : MR. SANJAY JASHBHAI PATEL
- Director & Women Director : MRS. SMITA SANJAY PATEL
- Director : MR. TARUNA PIYUSH PATEL
- Independent Director : MR. JEHAN DARAYUS VARIAVA
- Independent Director : MR. JASBIR SINGH JASWANT SINGH ANAND
- Chief Financial Officer : MR. SHABBIR HUSENI MERCHANT
- Compliance  
MARFATIA : MS. TASNEEM HUSAIN  
Officer E-mail: [cs@sakethexim.com](mailto:cs@sakethexim.com)
- Registered Office : Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi  
Mumbai-400705 Website: [www.nut-clamps.com](http://www.nut-clamps.com)
- Corporate Office at : Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi  
Mumbai-400705
- Statutory Auditors : **M/S. R A MARU & ASSOCIATES**  
Firm Reg. No. 141914W  
C/4, Khandwala Apatments Chsl, Vakola Pipe Line, Gaodevi  
,Santacruz(East), Mumbai- 400055  
E-mail Id: [carumeetmaru@gmail.com](mailto:carumeetmaru@gmail.com)
- Secretarial Auditors : **M/S. GMS & CO.,**  
(Gaurang Manubhai Shah-Proprietor)  
Practicing Company Secretaries  
A-302, Rushabh Enclave, Rajesh hotel street,  
Bhayander(w)-401101  
E-mail Id: [16gmsandco@gmail.com](mailto:16gmsandco@gmail.com)
- Shares listed with : National Stock Exchange of India Limited,  
(SME EMERGE)
- Registrar & Share Transfer Agents : Bigshare Services Private Limited  
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road. Sakinaka,  
Andheri(E), Mumbai- 400 072
- Bankers : Bank of India,Turbhe branch,.





## 10<sup>th</sup> Annual General Meeting

### BOARD COMMITTEE

- Audit Committee

Mr. Jasbir Singh Jaswant Singh Anand: chairman

Mr. Jehan Darayus Variava : member

Mrs. Smita Sanjay Patel : member

- Nomination and Remuneration Committee

Mr. Jasbir Singh Jaswant Singh Anand: chairman

Mr. Jehan Darayus Variava : member

Mrs. Smita Sanjay Patel : member

- Stakeholders Relationship Committee

Mrs. Taruna Piyush Patel : chairman

Mr. Jasbir Singh Jaswant Singh Anand : member

Mr. Jehan Darayus Variava : member

- Corporate Social Responsibility Committee

Mrs. Taruna Piyush Patel : chairman

Mr. Jasbir Singh Jaswant Singh Anand : member

Mr. Jehan Darayus Variava : member

- Internal Complaints Committee

Mrs. Taruna Piyush Patel : chairman

Mrs.. Smita Sanjay Patel : member

Mr. Jehan Darayus Variava : member

- Sexual Harassment Committee

Mrs. Taruna Piyush Patel : chairman

Mrs. Smita Sanjay Patel : member

Mr. Jehan Darayus Variava : member



## 10<sup>th</sup> Annual General Meeting

### NOTICE OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING

To,  
The Members,  
**TEMBO GLOBAL INDUSTRIES LIMITED**  
(CIN: L29253MH2010PLC204331)  
Regd. Plot No- PAP D- 146/ 147,  
TTC MIDC, Turbhe,  
Navi Mumbai-400705

**NOTICE** is hereby given that the 10<sup>th</sup> Annual General Meeting of **TEMBO GLOBAL INDUSTRIES LIMITED** will be held on Wednesday, December 30<sup>th</sup>, 2020 at 03.00 P.M., IST at Hotel Yogimidtown , Plot No Dx-12, T.T.C. Industrial area, Next to Hyundai showroom motors, After Turbhe bridge, Navi Mumbai-400705, and Registered office of the company add is Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai--400705

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#### **TO TRANSACT THE FOLLOWING BUSINESS: -**

##### **ORDINARY BUSINESS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

1. To approve the presented Standalone Audited Financial Statements and Consolidated Audited Financial Statements, Auditors Report and Board of Directors report for the financial year ended on 31st march 2020.

**“RESOLVED THAT** the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the year 2019-20 together with the Auditors Report and Board of Directors Reports of the Company for the year 2019-20 as presented to the meeting be and hereby, approved and adopted.”

2. To consider re-appointment of , Mrs. Taruna Piyush Patel (holding DIN : 00348453), who retires by rotation in terms of Section 152(6) of the companies Act,2013 and being eligible offers herself for re-appointment For details of Director seeking re-appointment at the Annual General meeting please refer Annexure I

**“RESOLVED THAT** Mrs Taruna Piyush Patel (holding DIN : 00348453, who retires by rotation and eligible for reappointment, in the Annual General Meeting, be and is hereby appointed as Director of the Company.”

##### **RATIFY APPOINTMENT OF AUDITOR**

3. To ratify and re-appoint of **R A MARU & ASSOCIATES**, Chartered Accountant, Statutory Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following



## 10<sup>th</sup> Annual General Meeting

resolution as an Ordinary Resolution:

**“RESOLVED THAT** R A MARU & ASSOCIATES, Chartered Accountant, be and are hereby ratify their appointment at the 10<sup>th</sup> Annual General Meeting as Statutory Auditors of the Company, to hold office till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.”

### **REAPPOINTMENT OF INTERNAL AUDITOR**

4. To re-appoint of Jayant & co., (FRN 139504W), Chartered Accountant, Internal Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Jayant & co., (FRN 139504W), Chartered Accountant, be and are hereby re-appointment at the 10<sup>th</sup> Annual General Meeting as Internal Auditors of the Company, to hold office till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.”

### **REAPPOINTMENT OF SECRETARIAL AUDITOR**

5. To re-appoint of CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953 as Secretarial Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953, be and are hereby re- appointment at the 10<sup>th</sup> Annual General Meeting as Secretarial Auditors of the Company, to hold office till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company.”

### **DIVIDEND**

6. To consider and approve the dividend recommended by the Board for the Financial Year 2019-20

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

### **REPORTS:**

7. To consider and adopt IFCR report and Secretarial audit report from auditors.

**RESOLVED THAT** the IFCR report and secretarial audit report of the company for the year ended 31st March, 2020 as presented to the meeting be and hereby, approved and adopted.”



## 10<sup>th</sup> Annual General Meeting

### **SPECIAL BUSINESS:**

**8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the Company's bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding in the aggregate Rs. 75,00,00,000/- [Rupees Seventy Five Cores Only] for company alone and Rs.1,75,00,00,000/- [Rupees One Hundred Seventy Five Cores Only] for the Company and its subsidiary companies taken together notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specific purpose;

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

**9. To consider and, if thought fit, to pass, with or without modification s, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as ‘the Board’) for creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad in one or more Branches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favor of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/ memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding Rs. 75,00,00,000/- [Rupees Seventy Five Cores Only] for company alone and Rs.1,75,00,00,000/- [Rupees One Hundred Seventy Five Cores Only] for the Company and its subsidiary companies taken together at any time;



## 10<sup>th</sup> Annual General Meeting

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

**10. To consider and, if thought fit, to pass, with or without modification s, the following resolution as a Special Resolution:**

Resolution of section 186 of the Companies Act, 2013 (Loan and investment by the company to subsidiary)

**"RESOLVED THAT"** the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of Directors be and is hereby authorized, subject to the approval of the Reserve Bank of India, if any, and FEMA regulation and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications there under:-

- To make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

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

- To Invest the Funds Of The Company:

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

**"RESOLVED THAT** pursuant to the provisions of section 179 (3) (e) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the consent of the Shareholder be and is hereby accorded to Board for investment of surplus funds upto Rs. 3,00,00,000/- (Rupees Three Crore Only) at any time during the financial year 2020-21."

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





## 10<sup>th</sup> Annual General Meeting

**11. To consider and, if thought fit, to pass, with or without modification s, the following resolution as a Special Resolution:**

Suo-moto waiver of salary by Managing Director Mr. Sanjay Jashbhai Patel

“**RESOLVED THAT** in pursuance of the provision of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company recognized and consider the waiver of Salary upto 30% per month by Mr. Sanjay Jashbhai Patel Managing Director of the company for the Financial Year 2020-21 and hereby confirm the usage of the amount waived for working capital requirement and betterment of the company.”

**12. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution**

Appointment of Mr. Shalin Sanjay Patel as an Executive director of the company

“**RESOLVED THAT** Mr. Shalin Sanjay Patel (holding DIN: 08579598) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, along with deposit of Rs. 1,00,000/- which is refundable on confirmation of the appointment and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Shalin Sanjay Patel (DIN: 08579598), as a Director of the Company, designated as Executive Director & Sales Manager, for a period of Five years from the conclusion of this Annual General meeting till the end of 15<sup>th</sup> Annual General Meeting on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Shalin Sanjay Patel.

**By order of the Board of Directors TEMBO GLOBAL INDUSTRIES LIMITED**

**(SANJAY JASHBHAI PATEL) Managing Director**  
**DIN- [01958033](#)**

**Place:** Navi Mumbai

**Date:** 07<sup>th</sup> December, 2020



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

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
3. In-terms of Section 101 and 136 of the Companies Act, read together with Rules made there under electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID **cs@sakethexim.com** For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
4. Corporate Members intending to send their authorized representative to attend AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at AGM
5. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.
6. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
7. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall
8. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download (**www.nut-clamps.com**). The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi Mumbai-400705, during office hours on working days except Monday between 11.00 a.m. to 1.00 p.m. for inspection. Even after registering for E-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.



## 10<sup>th</sup> Annual General Meeting

9. Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 24<sup>th</sup> December 2020 to 30<sup>th</sup> December 2020 (Both days inclusive)
10. Notice of AGM along with Annual Report 2019-20 is being sent by electronic mode to those members who is registered as a members as on 23<sup>rd</sup> December 2020 as per list provided by Registrar and Share Transfer Agent , M/s. Bigshare Services Private Limited.
11. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 your Company is listed on SME Platform of NSE is not required to provide e-voting process for the consolidation of resolution, proposed at the General Meeting.
12. The Board of Directors has appointed **M/S. GMS & CO.,** company secretary in practicing (Membership No. 32581) as scrutinizer to scrutinize the voting at the meeting and remote voting process in a fair transparent manner.
13. In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.
14. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with the company and depository participants. However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 20-21 does not exceed Rs.5000/-.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's website:- [www.nutclamps.com](http://www.nutclamps.com) by 23<sup>rd</sup> December, 2020 (up to 6.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company's website:- [www.nutclamps.com](http://www.nutclamps.com). The said declarations need to be submitted by 17<sup>th</sup> August, 2020 (up to 6.00 p.m. IST).

On the said link, the user shall be prompted to select / share the following information to register their request:-

- Select the company (Dropdown)
- Folio / DP-Client ID



## 10<sup>th</sup> Annual General Meeting

- PAN
- Financial year (Dropdown)
- Form selection
- Document attachment – 1 (PAN)
- Document attachment – 2 (Forms)
- Document attachment – 3 (Any other supporting document)

15. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communications/ queries in this respect should be addressed to the company, by email to [www.nutclamps.com](mailto:www.nutclamps.com) and Exemption Forms if forwarded to this email id will not be considered for the purpose of processing. Shareholders who have uploaded exemption forms (valid in all respect) on the portal are also required to forward the original form to the Company.

### Details of the Directors seeking re-appointment at the AGM of the Company Pursuant to Regulation 36(3) of the (Listing Obligation and Disclosure Requirement) Regulation 2015

|                                                                                |                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                    | <b>TARUNA PIYUSH PATEL</b>                                                                                                                                                                                                                                               |
| <b>DIN</b>                                                                     | <b>00348453</b>                                                                                                                                                                                                                                                          |
| <b>Date of Birth</b>                                                           | <b>04/11/1960</b>                                                                                                                                                                                                                                                        |
| <b>Date of Appointment of the Board</b>                                        | <b>21/01/2011</b>                                                                                                                                                                                                                                                        |
| <b>Brief Resume, Qualification and nature of expertise in functional areas</b> | Mrs. <b>TARUNA PIYUSH PATEL</b> is the Non executive Director of our Company. Aged 58 years, <b>TARUNA PIYUSH PATEL</b> has done B.A. from Madhya Pradesh University. She has been with the Company since its inception and has overseen various operational activities. |
| <b>Directorship in other Public Companies</b>                                  | NIL                                                                                                                                                                                                                                                                      |
| <b>Membership/Chairmanship of Committee of other Public Companies</b>          | NIL                                                                                                                                                                                                                                                                      |
| <b>No. of Shares held in the Company</b>                                       | 519375                                                                                                                                                                                                                                                                   |



## 10<sup>th</sup> Annual General Meeting

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

#### **Item No. 8 and 9**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 25 crores to Rs. 75 Crores for the Company alone and from Rs.25 crores to Rs.175 crores for the Company and its subsidiary companies taken together. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased from Rs. 25 crores to Rs. 75 Crores for the Company alone and from Rs.25 crores to Rs.175 crores for the Company and its subsidiary companies taken together. Hence, the Special Resolution at Item No.6 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

#### **Item No. 10**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment

- In Subsidiary or granting loans, giving guarantee or providing security to Subsidiary as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, and the FEMA regulation the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made through foreign commitment exceed USD 100000/- in a Financial year even if it is within 400% of the net-worth as per the last audited balance sheet subject to RBI prior approval. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding USD 250000 (Two Lakh Fifty Thousand Only) for Investment in Overseas Subsidiary and Joint Venture of the company and Loans to Overseas Subsidiaries and Joint Venture of the company, other Bodies Corporate or Persons i.e 31<sup>st</sup> December every year.
- The Chairperson informed that the company may invest its surplus funds time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. The approval of the Shareholder is hereby accorded to Board in





## 10<sup>th</sup> Annual General Meeting

accordance with section 179(3) (e) of Companies Act, 2013 for investment of surplus funds upto Rs. 30,00,00,000/- (Rupees Three Hundred Crore Only) at any time during the financial year 2020-21.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

### **Item No. 11**

The managerial remuneration of Mr. Sanjay Jashbhai Patel, Managing Director, for the Financial Year (F.Y.) 2020-21 does not exceeded the limit under Section 197 of the Companies Act, 2013 (“the Act”) and Schedule V. However the Managing Director has waived suo-moto his salary up to 30% of his exciting salary per month. As the Annual salary paid to the Managing Director is within the prescribed limit and the waiver is suo-moto by the Director himself it doesn’t attract the provision of Section 197 of the companies Act 2013. Therefore, the Members are requested to take into recognition and grant their approval for wavier of salary by Managing Director on suo-moto basis

### **Item No. 12**

The Board of Directors of the Company had appointed Mr. Shalin Sanjay Patel (holding DIN: 08579598) as an Additional Director with effect from 31st July, 2020 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Shalin Sanjay Patel, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Shalin Sanjay Patel for the office of Executive Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Shalin Sanjay Patel, who is proposed to be appointed as an Executive Director of the Company with effect from 30th December, 2020 will be of immense value to the Company considering his vast experience, his presence on the Board

A copy of the draft letter of appointment of Mr. Shalin Sanjay Patel as an Executive Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Executive Directors, it is proposed that Mr. Shalin Sanjay Patel be paid sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Shalin Sanjay Patel is provided below in Table A:



## 10<sup>th</sup> Annual General Meeting

Table A Brief Profile

|                                                                                              |                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age                                                                                          | 25 years                                                                                                                                                                                                                                                                                 |
| Qualifications                                                                               | B.E Computer Engineering<br>Master of Science in computer science<br>Bachelor of Engineering in computer Engineering                                                                                                                                                                     |
| Experience                                                                                   | He has vast expertise and knowledge of <b>computer</b> hardware and software systems and specializes in software <b>engineering</b> . Study in mathematics and physics had excellently added to his training in <b>computer engineering</b> . He has rich experience in improving sales. |
| Terms and Conditions of appointment                                                          | Appointed as Executive Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.                                                                                                                                                    |
| Details of remuneration                                                                      | No remuneration except the sitting fee as permitted under the Companies Act, 2013                                                                                                                                                                                                        |
| Date of first appointment                                                                    | 31 <sup>st</sup> July, 2020                                                                                                                                                                                                                                                              |
| Shareholding in the Company                                                                  | Nil                                                                                                                                                                                                                                                                                      |
| Relationship with other director/Manager and other KMP                                       | Son of Mr. Sanjay Jashbhai Patel and Mrs. Smita Sanjay Patel                                                                                                                                                                                                                             |
| Number of meetings attended from the date of appointment till the date of Notice of this AGM | 12 (Twelve)                                                                                                                                                                                                                                                                              |
| Directorships of other Board                                                                 | Saketh Seven Star Industries Limited<br>Brad & Stanley Kitchen Industries Limited                                                                                                                                                                                                        |
| Membership/Chairmanship of Committees of other Board                                         | Nil                                                                                                                                                                                                                                                                                      |



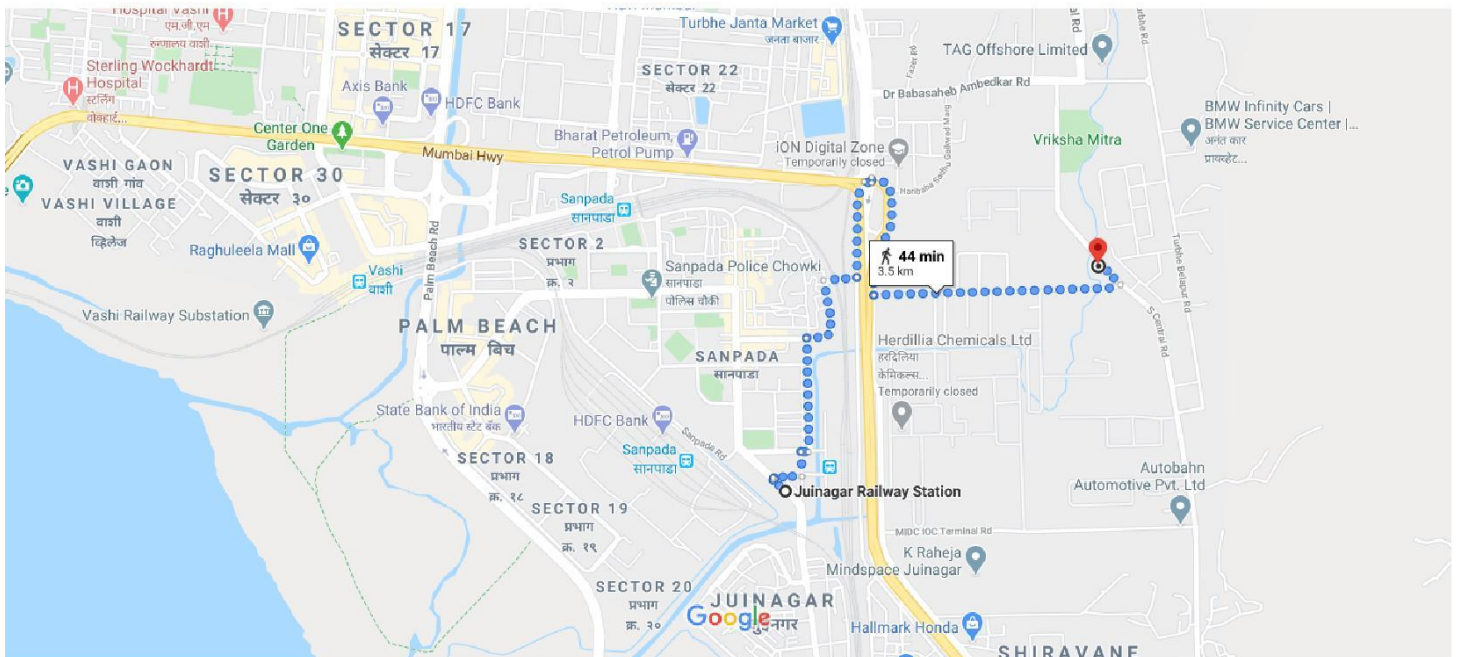
## 10<sup>th</sup> Annual General Meeting

### Route Map Registered office of the Company

<https://www.google.com/maps/vt/data=e0IFWcA7TOBv8pudpqNPaSi5ocUyKMnIVMpD1pycUpRMuf2VgryxRzGW0YmE3cJFyXqpx8IvOuaWPrTtEIuigu7XTTJUNblm1->

Google Maps Juinagar Railway Station to Tembo Global Industries Ltd ( formerly:- Saketh Exim Ltd )

Walk 3.5 km, 44 min



via Turbhe Midc Rd

44 min

3.5 km

Mostly flat



## 10<sup>th</sup> Annual General Meeting

### LETTER TO SHAREHOLDERS

Dear Shareholders,

We take immense pleasure by sharing with you about the performance of your company and present the Annual Report for the financial year 2019-20.

We would like to state that your company is progressing to achieve new milestones in its journey towards growth through total excellence. TEMBO GLOBAL INDUSTRIES LIMITED has pursued business excellence through passion and expansion project successfully thereby improved its cost competitiveness and profitability.

Your company engaged in 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 and would be channeled for our business and future expansion, if any. We have dedicated divisions for marketing different types of products and for different geographical locations. The sales division and export division are responsible for marketing of our products. All the divisions have well trained and adequate teams to handle daily activities and are supervised regularly.

We would like to assure that we will continuously seek opportunities and make our best efforts to contribute towards the growth and success of the organization.

We extend our sincere appreciation to our colleagues on the board for their wise and matured counsel for the smooth functioning of the company. We would like to express our profound gratitude to all our stakeholders, our customers, business associates, employees, bankers, vendors and shareholders who have reposed their trust in us and given us constant support.

With warm regards,  
Yours sincerely,

Sd/-  
Sanjay Patel,  
Managing Director,  
Tembo Global Industries  
Limited



## 10<sup>th</sup> Annual General Meeting

### **CHAIRMAN'S MESSAGE**

It gives me great pleasure to welcome you to the 10th Annual General Meeting of your Company and share with you the progress your Company has made, despite the several challenges posed by the National & global economy.

While the economic climate throughout the industry has remained challenging during the 2 years gone by, the period including the Fiscal Years 2018-19 and 2019-20 was a period of steady revival and consolidation for us. During this period we faced major reforms like demonetization, shifting and setting up our new manufacturing unit, e-Marketplace and implementation of GST. However, learning from every situation and moving forward, we have kept up the developments in our projects and also tried to evolve with the changing market.

#### **Looking Ahead**

As we step into new fiscal, with the powerful reforms mentioned above and a diverse customer base across geographies, coupled with the learning's of the last year, I am sure that your Company will continue to consolidate and grow in the years to come. This is very evident from orders bagged from various high value customers and new projects being developed as per market requirements. The Company has taken up several initiatives to embrace growth by aggressive business strategies and new business models.

#### **Concluding Note**

I am confident that Tembo Global Industries Ltd, with its committed associates, excellent customers, wide product range and strong and stable management team will continue to deliver significant value to all its stakeholders in the years to come and will achieve every milestone in the journey to success.

I would like to thank all our shareholders, investors, employees, customers and all other stakeholders, who have always stood by us. With our focused business strategy, dynamic management team and a pool of professional talent, we are poised for growth.

I look forward to your continued support in the coming years to take this Company to the next level of growth and a Leader in Electronic Weighing Scales and Systems in India.

**Yours Sincerely,**  
Sd/-

Sanjay Patel,  
**Chairman & Managing Director**





## 10<sup>th</sup> Annual General Meeting

### DIRECTORS REPORT

To,  
The Members,  
**TEMBO GLOBAL INDUSTRIES LIMITED**  
(CIN: L29253MH2010PLC204331)  
Regd. Plot No- PAP D- 146/ 147,  
TTC MIDC, Turbhe,  
Navi Mumbai-400705.

Your Directors delightfully presents the **10<sup>th</sup>Annual Report** on the business and operation of the Company together with the Audited Financial Accounts for the year ended **31<sup>st</sup> March, 2020**.

#### **1. FINANCIAL HIGHLIGHT**

| Particulars                                | 2019-20            | 2018-19            |
|--------------------------------------------|--------------------|--------------------|
| Revenue from Operation                     | 787,266,630        | 615,203,759        |
| Other Income                               | 1,595,376          | 833,573            |
| <b>Total Income</b>                        | <b>788,862,006</b> | <b>616,037,332</b> |
| Operating, Depreciation and Other Expenses | 739,433,543        | 572,212,126        |
| Administrative and Finance Cost            | 15,882,326         | 14,493,770         |
| <b>Total Expenses</b>                      | <b>755,315,869</b> | <b>586,705,896</b> |
| <b>Profit before Tax</b>                   | <b>33,546,137</b>  | <b>29,331,436</b>  |
| Less: Provision for Current Tax            | 8,850,000          | 87, 00,000         |
| Provision for Deferred Tax                 | 71,597             | (168,022)          |
| Income Tax for earlier year                | 120,050            | 87,730             |
| <b>Profit After Tax</b>                    | <b>24,504,490</b>  | <b>20,711,728</b>  |

#### **2. STATE OF COMPANY'S FINANCIAL AFFAIRS:-**

During the year under review your Company's turnover of '787,266,630' in the current year 2019-20 compared to '615,203,759' in the previous fiscal year 2018-2019, registering an increase. The Turnover of the Company for the year under review is stable.

The Board has taken all necessary steps to expand its activities by making new technologies and innovations and also by adding new services and products.

#### **3. NATURE OF BUSINESS**



## 10<sup>th</sup> Annual General Meeting

Your Company was incorporated as “**SAKETH EXIM PRIVATE LIMITED**” under the Companies Act, 1956 vide Certificate of Incorporation dated June, 16 2010 issued by the Registrar of Companies, Maharashtra, Mumbai, India. Further, Your Company was converted from Private Limited to a Public Limited Company vide shareholder’s resolution dated December 07, 2017 and consequently the name of your Company was changed to “**SAKETH EXIM LIMITED**” pursuant to a Certificate of Incorporation dated December 19<sup>th</sup>, 2017. The name of the company was change to avail the benefit of aligning with the company famous brand “TEMBO” which is globally familiar brand. Consequently the name of your Company was changed to “**TEMBO GLOBAL INDUSTRIES LIMITED**” pursuant to The Fresh Certificate of Incorporation dated March 13<sup>th</sup>, 2020. The Corporate Identification Number (CIN) of my Company is L29253MH2010PLC204331. **TEMBO GLOBAL INDUSTRIES LIMITED** is in the business of wide range of production 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, Plumbing, HVAC, Mechanical and Electrical Installations.

### **4. CHANGE IN THE NATURE OF BUSINESS**

During the year the Company has not changed its business. The company has invested in its newly incorporated Wholly owned subsidiary “Saketh Seven Star Industries Private Limited” up to the 100% Share Capital of 300000 share @ Rs.10/- amounting to Rs. 30,00,000/-; in the financial year 2019-20.

The company has also formed of wholly owned subsidiary named “**TEMBO USA INC** with identification number **0450444698**. The company was incorporated on 13<sup>th</sup> December, 2019. The cost incurred for formation is \$1000.

### **5. DIVIDEND**

Your Directors recommend for approval of the members at the ensuing Annual General Meeting payment of final dividend of 15% per equity share (Rs.1.5/- per equity share) for the financial year ended March, 2020. The Dividend will be paid in compliance with the applicable regulations.

The dividend will be paid to the members whose names appears in the Register of Members between 23<sup>rd</sup> December, 2020 in respect of shares held in dematerialized form, it will be paid to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

### **6. LISTING**

The Equity Shares of the Company are listed on SME Emerge Platform of NSE Limited w.e.f. 13<sup>TH</sup> August, 2018. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2019-20.



## 10<sup>th</sup> Annual General Meeting

### **7. DEMATERIALISATION OF EQUITY SHARES:**

All the Equity Shares of the Company are in dematerialized form with the depositories as mentioned below:-

1. NSDL - National Securities Depository Limited
2. CDSL - Central Depository Services Ltd

The ISIN No. allotted is **INE869Y01010**.

### **8. THE BOARD AND KMP:**

#### **(a) Composition of the Board of Directors :**

The Company has following composition of the Board

- |                                |                                              |
|--------------------------------|----------------------------------------------|
| 1. Mr. Sanjay Jashbhai Patel   | Managing Director and Executive Director     |
| 2. Mrs. Smita Sanjay Patel     | Non executive and Non Independent Director   |
| 3. Mrs. Taruna Piyush Patel    | Non executive and Non Independent Director   |
| 4. Mr. Jasbir Singh Anand      | Independent Director Non-Executive Director` |
| 5. Mr. Jehan Darayus Variava   | Independent Director Non-Executive Director  |
| 6. Mr. Shabbir Huseni Merchant | CFO(KMP)                                     |
| 7. Ms. Tasneem Husain Marfatia | Company Secretary (KMP)                      |

Pursuant to the provisions of Sections 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Jehan Darayus Variava (DIN: 07825744), Mr Jasbir Singh Anand (DIN: 08017248), continue as Independent Directors of the Company.

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.

#### **(b) Retirement by Rotation:-**

In terms of Section 152 of the Companies Act, 2013 Mrs. Taruna Piyush Patel (DIN: 00348453), Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offered himself for re-appointment.

The Board confirms that none of the Directors of the Company is disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and necessary declaration has been obtained from all the Directors in this regard.



## 10<sup>th</sup> Annual General Meeting

### **(c) Appointment and Changes of Key Managerial Personnel during the Year**

During the year Mr. Abhijit Haridas Nair Resigned from the post of Company Secretary on 07<sup>th</sup> April, 2019. Thereafter appointed Ms. Tasneem Husain Marfatia as the Company Secretary of the Company is appointed as Key Managerial Personnel during the Financial Year 2019-20 in accordance with the Section 203 of the Companies Act, 2013.

### **9. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013. :-**

The Company has always believed in providing a safe and harassment free workplace for every individual working in premises and always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment

During the year ended 31<sup>st</sup> March, 2020, the Company has not received any complaint pertaining to sexual harassment.

### **10. DETAILS OF REMUNERATION TO DIRECTORS :-**

The remuneration paid to the Directors is in accordance with the recommendations of Nomination and Remuneration Committee formulated in accordance with Section 178 of the Companies Act, 2013 and any other re-enactment(s) for the time being in force.

### **11. DECLARATION BY INDEPENDENT DIRECTORS:-**

Every Independent Director, at the first meeting of the Board in which he participates as a Director and hereafter at the first meeting of the Board in every Financial Year, gives a declaration that he meets the criteria of independence as provided under law.

### **12. DETAILS OF REMUNERATION TO DIRECTORS**

The information relating to remuneration of Directors and details of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to section 197(12) of the Act read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure.

### **13. COMMITTEES OF THE BOARD**

Currently, the Board has Six Committees :- the Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Internal Complaints Committee, Sexual Harassment Committee, Disaster Management committee. All Committees, except the Corporate Social Responsibility Committee, Internal Complaints Committee and, Sexual Harassment



## 10<sup>th</sup> Annual General Meeting

Committee consist of Independent Directors. Disaster Management committee was formed to tackle with the COVID19 situation and reopening of the factory and office of the company.

### (a) Audit Committee

The Board has constituted Audit Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

| Name of the Member                   | Designation |
|--------------------------------------|-------------|
| MR. JEHAN DARAYUS VARIAVA            | Chairman    |
| MR. JASBIR SINGH JASWANT SINGH ANAND | Member      |
| MRS. SMITA SANJAY PATEL              | Member      |

### The role of the Audit Committee shall include the following:

1. Oversight of my Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. 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;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to my Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in our Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; and
  - (g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to my Board for approval;
6. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the listed entity with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the listed entity, wherever it is
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the





## 10<sup>th</sup> Annual General Meeting

- internal control systems;
12. Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  13. 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;
  14. Discussion with internal auditors any significant findings and follow up there on;  
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;
  15. 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;
  16. 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;
  17. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
  18. 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.
  19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **(b) Nomination and Remuneration Committee**

- The Board has constituted Nomination and Remuneration Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

| Name of the Member                   | Designation |
|--------------------------------------|-------------|
| MR. JASBIR SINGH JASWANT SINGH ANAND | Chairman    |
| MR. JEHAN DARAYUS VARIAVA            | Member      |
| MRS. SMITA SANJAY PATEL              | Member      |

- In terms of the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining the qualifications, attributes and Independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management. In line with the requirement, the Board has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management which is as follows.



## 10<sup>th</sup> Annual General Meeting

### **Objectives of the Policy**

The objectives of this policy are as detailed below:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.
- To formulate the criteria for evaluation of performance of all the Directors on the Board;
- To devise a policy on Board diversity; and
- 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 of Directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent Directors.
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

### **Remuneration Policy**

- The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Compensation philosophy is to align Directors and Tembo Global Minds with the business objectives, so that compensation is used as a strategic tool that helps the company to recruit, motivate and retain highly talented individuals who are committed to my core values. We believe that our compensation programs are integral to achieving our goals. Through its compensation program, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Chairman, Managing Director and other Executive Directors. Annual increments are decided by the Nomination & Remuneration Committee within the salary scale approved by the Board and Shareholders.

### **(c) Stakeholder Relationship Committee:-**

- The Board has constituted Stakeholder Relationship Committee as required under Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").



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The Composition of the Committee is as under:

| Name of the Member                   | Designation |
|--------------------------------------|-------------|
| MRS. TARUNA PIYUSH PATEL             | Chairman    |
| MR. JASBIR SINGH JASWANT SINGH ANAND | Member      |
| MR. JEHAN DARAYUS VARIAVA            | Member      |

Set forth below are the terms of reference of my Stakeholders Relationship Committee.

1. Considering and resolving grievances of shareholders, debenture holders and other security holders;
2. Redressal of grievances of the security holders of my Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of my Company, etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of equity shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.
5. Overseeing requests for dematerialization and re-materialization of shares; and
6. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

### **Investor Grievance Redressal Policy**

The Company has adopted an internal policy for Investor Grievance handling, reporting and solving.

### **14. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013. Employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. Any incidents that are reported are investigated and suitable action taken in line with the Whistle Blower Policy.

### **15. RISK MANAGEMENT POLICY**

The Company has formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure will be reviewed by the Audit Committee and Board of Directors on time to time basis.



## 10<sup>th</sup> Annual General Meeting

### **16. POLICY ON PRESERVATION OF THE DOCUMENTS**

The Company has formulated a Policy pursuant to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) on Preservation of the Documents to ensure safekeeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents.

### **17. POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS**

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

### **18. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent Sexual Harassment of Women at Workplace a new act “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” has been notified on 9th December, 2013. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted “Anti-Sexual Harassment Policy” constituted “Redressed Committee” as required under section 4 (1) of Sexual harassment of women at work place (prevention, prohibition and redressal) Act, 2013.

During the year under review, no complaint of harassment at the workplace was received by the Committee.

### **19. AUDITORS:**

#### **(a) Statutory Auditors:-**

M/s R A MARU & ASSOCIATES., Chartered Accountants, the Statutory Auditor of the Company be and is hereby given their consent to act as a Statutory Auditor of the company to hold the office For Financial Year 2017-18 to 2021-22 subject to confirmation in every year AGM

In this regard the Company has received certificate from the Auditors to the effect that if they are appointed it would be in accordance with the provisions of section 141 of the Companies Act, 2013.

Accordingly, proposal for their re-appointment as Statutory Auditors is being placed before the shareholders for approval at the 10th Annual General Meeting.

#### **(b) Internal Auditors:-**

M/s. Jayant & co.,(FRN 139504W) Chartered Accountants, Mumbai were appointed as the Internal Auditors of the Company for the Financial Year 2019-20, who are acting independently. As the Board proposes to appoint



## 10<sup>th</sup> Annual General Meeting

them as Internal Auditors for the Financial Year 2019-20. These Auditors Report directly to the Chairman of the Board of Directors.

M/s. Jayant & co.,(FRN 139504W) Chartered Accountants, Mumbai having experience of more than 15 year in the field of Auditing and Taxation were appointed as Internal Auditors of the company for year 2019-20, who are acting independently and also responsible for regulatory and legal requirements relating to D.P Operation and the internal Audit relating to the Pension Fund Regulatory Authority of India of the Company.

### **(c) Secretarial Auditors:-**

CS. Gaurang Manubhai Shah, Practicing Company Secretaries, Membership No. 32581 and Certificate Practice Number 11953 were appointed as Secretarial Auditors of the Company as per provisions of Section 204 of the Companies Act, 2013 and Rules made there under for the Financial Year 2019-20. The Secretarial Audit Report for the Financial Year 2019 - 20 form part of the Annual Report as Annexure to the Board Report. As the Board is satisfied with the performance of the Secretarial Auditor, the Board proposes to appoint same as Secretarial Auditor for the Financial Year 2019-20 also.

## **20. AUDITORS' REPORT**

### **(a) Statutory Audit Report :-**

M/s. R A MARU & ASSOCIATES., Chartered Accountants, Mumbai, Firm Registration Number 141914W have issued their Report for the Financial Year ended 31st March 2020.

**The Statutory Auditors not have observed any qualification in their report.**

### **Disclosure about Cost Audit**

The Central Government has not prescribed the maintenance of Cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the Company.

### **(b) Secretarial Audit :-**

A Secretarial Audit Report given by **CS Gaurang shah**, Company Secretary is annexed with the report and is enclosed as **Annexure**.

1. Tembo USA INC (w.e.f 13.12.2019)  
(Note: No foreign investment payment made by company till date as per management confirmation letter)
2. Tembo LLC (w.e.f 05.03.2020) (Note: No foreign investment payment made till date as per management confirmation letter)
3. It is observed that company received notices for non compliance of some quarterly/half yearly listing agreement and company justified with proper reply to resolve the same.
4. As per the section 134 of companies act,2013 financial statement must be sign by 2(Two) Directors (out of which 1 shall be Managing Director) and CEO/CS/CFO (if they are appointed in the Company) but we observe that for signing the financial year 2018-19 CS signing not there on the same.

Board comment:

1. As the payment for initial capital is not time bound in accordance with the New Jersey Law were the subsidiary Tembo USA INC is incorporated. Hence the payment against the Capital is not made during the year.



## 10<sup>th</sup> Annual General Meeting

2. As the payment for initial capital is not time bound in accordance with the Commercial Register at the General Authority for Investment and Free Zones (GAFI) where the subsidiary Tembo LLC is incorporated. Hence the payment against the Capital is not made during the year.
3. During the year our compliance officer resigns and due to delay in hand-over to other and appointment of other Company Secretary some compliance delay were observed.
4. On the date of signing the company secretary resigned and his physical health also was not well as he was admitted in hospital, so due to this reason was unable to sign financial for the year 2018-19.

### **21. MANAGEMENT DISCUSSION ANALYSIS :-**

Management Discussion & Analysis is given as an Annexure A

The Board has been continuing its efforts and taken the required steps in the following areas:

1. Industry Structure and Development
2. Growth Strategy.
3. Segment-Wise Performance
4. Internal Control Systems and their adequacy
5. Strengths, Weaknesses, Opportunities and Threats
6. Financial Performance with respect to Operational Performance
8. Strict Compliances
9. Talent Management, Leadership Development, and Talent Retention.
10. Learning and Development

### **22. CREDIT & GUARANTEE FACILITIES:-**

The Company has been availing secured loans, overdraft facilities and bank guarantee facilities from Bank of India, from time to time for the business requirements.

### **23. INTERNAL AUDIT CONTROLS AND THEIR ADEQUACY**

1. The Company has a proper and adequate system of internal controls, commensurate with the size scale and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.
2. To maintain its objectivity and independence the Internal Audit function reports to the Chairman of the audit committee of the Board and to the Chairman and Managing Director.
3. The internal Audit department monitors and evaluate the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit functions, process owner undertake corrective actions in their





## 10<sup>th</sup> Annual General Meeting

respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the audit committee of the Board.

### **Adequacy of internal financial controls with reference to the financial statements**

The Company has internal Auditors and the Audit Committee constituted are in place to take care of the same. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

## **24. CORPORATE GOVERNANCE**

Your Company has been complying with the principles of good Corporate Governance over the years. In compliance with Regulation 34 of the SEBI (LODR) Regulations 2015, a separate report on Corporate Governance forms an integral part of this report as Annexure.

### **Board diversity**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage.

## **25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There were no significant and material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

## **26. DEPOSITS FROM PUBLIC**

The Company has not accepted any Deposits within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

## **27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION, 186**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## **28. CONSOLIDATED FINANCIAL STATEMENTS:**

In accordance with Accounting Standard AS-21, the Consolidated Financial Statements are furnished herewith and form part of this Report and Accounts. The same is separately attached with Audit Report.



## 10<sup>th</sup> Annual General Meeting

### **29. INSURANCE:**

All the assets of the Company wherever necessary and to the extent required have been adequately insured.

### **30. EMPLOYEE RELATIONS:**

The relationship with the staff and workers continued to be cordial during the entire year. The Directors wish to place on record their appreciation of the valuable work done and co-operation extended by them at all levels. Further, the Company is taking necessary steps to recruit the required personnel from time to time.

### **31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All transactions entered into with the related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on arm's length pricing basis as per the management representation certificate provided to auditor of the company and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant transactions with the related parties during the financial year which are in conflict with the interest of the Company and hence, enclosing of form AOC- 2 is not required, Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements.

#### **Policy on Related Party Transactions**

1. The Company has developed a Related Party Transactions Policy for purpose of identification and monitoring of such transactions.
2. The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Clause 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable to the Company. The policy on related party transactions as approved by the Board is uploaded on the Company's website accessed at [www.nut-clamps.com/pdf/Related\\_Party\\_Transactions\\_Policy\\_Husys.pdf](http://www.nut-clamps.com/pdf/Related_Party_Transactions_Policy_Husys.pdf).

### **32. PARTICULARS OF EMPLOYEES**

There are no employees drawing remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Information as required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **Annexure** to the Director's Report.

### **33. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**



## 10<sup>th</sup> Annual General Meeting

There are no material changes and commitments affecting the financial position of the Company from the financial year ended 31st March, 2020 to the date of signing of the Director's Report.

### **34. TRANSFER OF AMOUNT TO UNPAID DIVIDEND ACCOUNT**

The declared dividend for the previous financial year 2018-19 of Rs.0.5/- per share which remained unpaid due to incorrect address of the shareholder has been transferred to Unpaid Dividend Account.

### **35. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

### **36. LISTING WITH STOCK EXCHANGES**

At present the equity shares of the Company are listed on the ITP- SME EMERGE Platform of National Stock Exchange at Mumbai. The Company confirms that it shall pay Annual Listing Fees due to the National Stock Exchange for the year 2019-20.

### **37. INSIDER TRADING REGULATIONS**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prevention of insider trading and the Code for Corporate Disclosures ('Code'), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of M/S Tembo Global Industries Limited at the time when there is unpublished price sensitive information.

### **38. DEPOSITORY SYSTEM**

As the Members are aware, Your Company's shares are trade-able compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is INE188Y01015.

### **39. EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an Extract of the Annual Return as per Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in the prescribed Format MGT-9 is appended as Annexure - 7 to the Board's Report.

### **40. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013, Board of Directors of the Company,



## 10<sup>th</sup> Annual General Meeting

- (a) In preparation of the Annual Accounts for the financial year ended 31st March 2020, the applicable Accounting Standards have been followed along with proper explanation to material departures;
- (b) The Directors have selected Accounting Policies, consulted the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the financial year and of the profit or loss of the Company, for that period.
- (c) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- (d) The Directors have prepared the Annual Accounts of the company on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and there is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **41. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :-**

The particulars as prescribed under Sub Section (3) (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.

#### **A. Conservation of Energy:**

The Company's core activity is pipe support hanger and related which is civil engineering consuming sector. The Company is making every effort to conserve the usage of civil engineering also the Company is trying to save electricity.

#### **B. Technology Absorption (R&D, Adaptation and Innovation):**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:
  - (i) Continuous research to upgrade existing products and to develop new products and services.
  - (ii) To enhance its capability and customer service the Company continues to carry out R & D activities in house.
2. Benefits derived as a result of the above efforts:
  - (i) Introduction of new and qualitative products.
  - (ii) Upgrade of existing products.

#### **3. Future plan of action:**

TEMBO GLOBAL will continue to invest in and adopt the best processes and methodologies suited to its line



## 10<sup>th</sup> Annual General Meeting

of business and long-term strategy. Training employees in the latest appropriate technologies will remain a focus area. The Company will continue to leverage new technologies and also on the expertise available.

### **C. Foreign Exchange Earnings and Outgo**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual Outflows:-

(Amount in Rupees)

| Particulars               | 2019-20     | 2018-2019    |
|---------------------------|-------------|--------------|
| Foreign Exchange Earnings | 387,265,598 | 37,89,54,738 |
| Foreign Exchange Outgo    | 14,794,903  | 1,15,92,051  |
| Foreign Exchange Gain     | 6,980,263   | 7,921,225    |

### **42. POST BALANCE SHEET EVENTS**

The Company has not indulged in any activity pursuant to the provisions of the Companies Act 2013 and Rules made there under after the Board Meeting held on June 27<sup>th</sup>, 2020.

### **43. ACKNOWLEDGMENTS**

Your Directors express their sincere gratitude for the assistance and co-operation extended by Banks, Government Authorities, Shareholders, Suppliers and Customers. Your Directors also wish to place on record their appreciation of the contribution made by the employees at their levels towards achievements of the Company's goals.

**For M/S TEMBO GLOBAL INDUSTRIES LIMITED**

**Date: 26/06/2020**  
**Place: New Mumbai**

Sd/-  
**SANJAY PATEL**  
**Managing Director**  
**DIN: 01958033**

Sd/-  
**SMITA PATEL**  
**Director**  
**DIN: 00348305**



## 10<sup>th</sup> Annual General Meeting

### PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- I** The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

| Sr. No. | Name                                 | Ratio               |
|---------|--------------------------------------|---------------------|
| 1.      | Mr. Sanjay Patel (Managing Director) | As per audit report |

- II** The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year :

| Sr. No. | Name                 | Designation             | % in Increase                    |
|---------|----------------------|-------------------------|----------------------------------|
| 1.      | Mr. Sanjay Patel     | Managing Director       | Waiver of 30% Salary on Sou-motu |
| 2.      | Mr. Shabbir Merchant | Chief Financial officer | N.A                              |
| 3.      | Ms. Tasneem Marfatia | Company Secretary       | N.A                              |
| 4.      | Mr. Ritesh Mehta     | Whole Time C.A          | N.A                              |

**For TEMBO GLOBAL INDUSTRIES LIMITED**

Date: 26/06/2020  
Place: New Mumbai

Sd/-  
**SANJAY PATEL**  
Managing Director  
DIN: 01958033

Sd/-  
**SMITA PATEL**  
Director  
DIN: 00348305





## 10<sup>th</sup> Annual General Meeting

### CEO AND CFO CERTIFICATION

To,  
**M/S TEMBO GLOBAL INDUSTRIES LIMITED**  
(CIN: L29253MH2010PLC204331)  
Regd. Plot No- PAP D- 146/ 147,  
TTC MIDC, Turbhe,  
Navi Mumbai-400705

Dear Members of the Board,

We have reviewed the Financial Statements and the cash flow statement of **M/S TEMBO GLOBAL INDUSTRIES LIMITED** for the year ended 31st March, 2020 and to the best of our knowledge and belief:

- (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls. We have indicated to the Auditors and the Audit Committee:

- (a) that there are no significant changes in internal control over financial reporting during the year;
- (b) that there are no significant changes in accounting policies during the year; and
- (c) that there are no instances of significant fraud of which we have become aware

FOR TEMBO GLOBAL INDUSTRIES LIMITED

Place: - Mumbai  
Date: - 26/06/2020

Sd/-  
SANJAY PATEL  
Managing Director

Sd/-  
SHABBIR H. MERCHANT  
Chief Financial Officer



## 10<sup>th</sup> Annual General Meeting

### **DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT**

Dear Members of M/S TEMBO GLOBAL INDUSTRIES LIMITED,

I hereby declare that all the Members of the Board and Senior Management Personnel of the Company are aware of the provisions of the Code of Conduct laid down by the Board. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

FOR TEMBO GLOBAL INDUSTRIES LIMITED

Place: - Mumbai

Date: - 26/06/2020

Sd/-

SANJAY PATEL

Managing Director

DIN- 01958033



## 10<sup>th</sup> Annual General Meeting

### ANNEXURES

#### Form AOC-1

Statement containing salient features of the financial statement of  
Subsidiaries/Associate Companies/Joint Ventures

(Pursuant to first proviso to sub-section (3) of Section 129 read  
with Rule 5 of Companies (Accounts) Rules, 2014)

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

|                                                                                                                                 |                                                               |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1. Sl. No.                                                                                                                      | 1                                                             |
| 2. Name of the subsidiary                                                                                                       | M/S Saketh Seven Star Industries Private Limited              |
| 3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | 9 <sup>th</sup> October, 2019 to 31 <sup>st</sup> March, 2020 |
| 4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | INDIAN NATIONAL RUPEES                                        |
| 5. Share capital                                                                                                                | 30,00,000                                                     |
| 6. Reserves & surplus                                                                                                           | (6,06,869)                                                    |
| 7. Total assets                                                                                                                 | 68,06,586                                                     |
| 8. Total Liabilities                                                                                                            | 44,00,455                                                     |
| 9. Investments                                                                                                                  | -                                                             |
| 10. Turnover                                                                                                                    | -                                                             |
| 11. Profit before taxation                                                                                                      | (6,06,869)                                                    |
| 12. Provision for taxation                                                                                                      | (6,06,969)                                                    |
| 13. Profit after taxation                                                                                                       | (6,06,869)                                                    |
| 14. Proposed Dividend                                                                                                           | -                                                             |
| 15. % of shareholding                                                                                                           | 100%                                                          |

|                                                                                                                                 |                                                              |
|---------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1. Sl. No.                                                                                                                      | 2                                                            |
| 2. Name of the subsidiary                                                                                                       | Tembo LLC                                                    |
| 3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | 05 <sup>th</sup> March, 2020 to 31 <sup>st</sup> March, 2020 |
| 4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | Egyptian Pound                                               |



## 10<sup>th</sup> Annual General Meeting

|                            |           |
|----------------------------|-----------|
| 5. Share capital           | 10,00,000 |
| 6. Reserves & surplus      | Nil       |
| 7. Total assets            | Nil       |
| 8. Total Liabilities       | Nil       |
| 9. Investments             | Nil       |
| 10. Turnover               | Nil       |
| 11. Profit before taxation | Nil       |
| 12. Provision for taxation | Nil       |
| 13. Profit after taxation  | Nil       |
| 14. Proposed Dividend      | -         |
| 15. % of shareholding      | 67%       |

|                                                                                                                                 |                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1. Sl. No.                                                                                                                      | 3                                                               |
| 2. Name of the subsidiary                                                                                                       | Tembo USA INC                                                   |
| 3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | 13 <sup>th</sup> December, 2019 to 31 <sup>st</sup> March, 2020 |
| 4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | USD                                                             |
| 5. Share capital                                                                                                                | 2000 Stock                                                      |
| 6. Reserves & surplus                                                                                                           | Nil                                                             |
| 7. Total assets                                                                                                                 | Nil                                                             |
| 8. Total Liabilities                                                                                                            | Nil                                                             |
| 9. Investments                                                                                                                  | Nil                                                             |
| 10. Turnover                                                                                                                    | Nil                                                             |
| 11. Profit before taxation                                                                                                      | Nil                                                             |
| 12. Provision for taxation                                                                                                      | Nil                                                             |
| 13. Profit after taxation                                                                                                       | Nil                                                             |
| 14. Proposed Dividend                                                                                                           | -                                                               |
| 15. % of shareholding                                                                                                           | 100%                                                            |

### Notes:

The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.



## 10<sup>th</sup> Annual General Meeting

### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- N.A

#### Note:

This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

In terms of our report attached

**For R .A. MARU & ASSOCIATES.**

**FOR TEMBO GLOBAL INDUSTRIES LIMITED**

Chartered Accountants

Firm Registration

141914W

Sd/-

Sd/-

Sd/-

Sd/-

**(Rumeet Anil Maru)**

*PROPRIETOR*

*Membership No. 166417*

**PLACE:** - Mumbai

**DATE:** - 26/06/2020

**Sanjay J. Patel**

*Managing Director*

**Smita S. Patel**

*Director and Women*

*Director*

**Shabbir Merchant**

*Chief Financial Officer*



## 10<sup>th</sup> Annual General Meeting

### ANNEXURES

#### FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

| Sr. No. | Particulars                                                                                                       | Details                    |
|---------|-------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1.      | Name (s) of the related party & nature of Relationship                                                            | Tembo Exim Private Limited |
| 2.      | Nature of contracts/arrangements/transaction                                                                      | 1.Trading                  |
| 3.      | Duration of the contracts/ arrangements/ transaction                                                              | NA                         |
| 4.      | Salient terms of the contracts or arrangements or transaction including the value, if any                         | NA                         |
| 5.      | Justification for entering into such contracts or arrangements or transaction's                                   | NA                         |
| 6.      | Date of approval by the Board                                                                                     | NA                         |
| 7.      | Amount paid as advances, if any                                                                                   | NA                         |
| 8.      | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NA                         |

#### 2. Details of contracts or arrangements or transactions not at Arm's length basis.

| Sr. No. | Particulars                                                                               | Details       |
|---------|-------------------------------------------------------------------------------------------|---------------|
| 1.      | Name (s) of the related party & nature of relationship                                    | Tembo USA INC |
| 2.      | Nature of contracts/arrangements/transaction                                              | 1.Trading     |
| 3.      | Duration of the contracts/arrangements/transaction                                        | NA            |
| 4.      | Salient terms of the contracts or arrangements or transaction including the value, if any | NA            |
| 5.      | Justification for entering into such contracts or arrangements or transactions"           | NA            |





## 10<sup>th</sup> Annual General Meeting

|    |                                                                                                                   |    |
|----|-------------------------------------------------------------------------------------------------------------------|----|
| 6. | Date of approval by the Board                                                                                     | NA |
| 7. | Amount paid as advances, if any                                                                                   | NA |
| 8. | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NA |

In terms of our report attached

**For R A MARU & ASSOCIATES.**

**FOR TEMBO GLOBAL INDUSTRIES LIMITED**

Chartered Accountants

Firm Registration 141914W

Sd/-

Sd/-

Sd/-

Sd/-

**(Rumeet Anil Maru)**

PROPRIETOR

Membership No. 166417

**PLACE:** - Mumbai

**DATE:** - 26/06/2020

**Sanjay J. Patel**

Managing Director

**Smita S. Patel**

Director and Women

Director

**Shabbir Merchant**

Chief Financial Officer



10<sup>th</sup> Annual General Meeting

ANNEXURE

Form No. MGT-9

ANNUAL RETURN

As on the financial year ended on 31/03/2020

Of

**TEMBO GLOBAL INDUSTRIES LIMITED**

*[Pursuant to Section 92(1) of the Companies Act, 2013*

*And*

*Rule 11(1) of the Companies (Management and Administration) Rules, 2014]*



## 10<sup>th</sup> Annual General Meeting

### 1. REGISTRATION AND OTHER DETAILS:

|                                                                           |                                                                                                                                                                |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CIN                                                                       | U29253MH2010PLC204331                                                                                                                                          |
| Registration Date                                                         | 16/06/2010                                                                                                                                                     |
| Name of the Company                                                       | M/S TEMBO GLOBAL INDUSTRIES LIMITED                                                                                                                            |
| Category / Sub-Category of the Company                                    | Indian Non-Government Company                                                                                                                                  |
| Address of the Registered Office and contact details                      | PLOT NO- PAP D- 146/ 147, TTC MIDC, TURBHE<br>NAVI MUMBAI-400705                                                                                               |
| Whether listed company                                                    | Listed                                                                                                                                                         |
| Name, address and contact details of Registrar and Transfer Agent, if any | M/S. Bigshare Services Private Limited , 1 <sup>ST</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059. |

### 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated):-

| SL. No. | Name and Description of main Products / Services                        | NIC Code of the Product/Service | % to total turnover of the Company |
|---------|-------------------------------------------------------------------------|---------------------------------|------------------------------------|
| 01      | Manufacture of fabricated metal products except machinery and equipment | 25                              | 60%                                |
| 02      | Trading in Fabricated metal products except machinery and equipment     | 63                              | 40%                                |

### 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

| SL. No. | Name of the Subsidiary                   | Date of Incorporation           | % of Shareholding in the Company | Business                                                    |
|---------|------------------------------------------|---------------------------------|----------------------------------|-------------------------------------------------------------|
| 01      | M/S Saketh Seven Star Industries Limited | 9 <sup>th</sup> October, 2019   | 100%                             | Manufacture of pharmaceuticals, medicinal chemical products |
| 02      | Tembo USA                                | 12 <sup>th</sup> December, 2019 | 100%                             | Trading                                                     |
| 03      | Tembo LLC (Withdrawn)                    | 5 <sup>th</sup> March, 2020     | 64%                              | Trading                                                     |

### 4. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding



## 10<sup>th</sup> Annual General Meeting

| Category of Shareholders                                   | No. of Shares held at the beginning of the year |          |                |                   | No. of Shares held at the end of the year |          |                |                   | % of Change during the year |
|------------------------------------------------------------|-------------------------------------------------|----------|----------------|-------------------|-------------------------------------------|----------|----------------|-------------------|-----------------------------|
|                                                            | Demat                                           | Physical | Total          | % of Total Shares | Demat                                     | Physical | Total          | % of Total Shares |                             |
| <b>A. Promoters</b>                                        |                                                 |          |                |                   |                                           |          |                |                   |                             |
| 1) <b>Indian</b>                                           |                                                 |          |                |                   |                                           |          |                |                   |                             |
| a) Individual / HUF                                        | 3193125                                         | --       | 3193125        | 63.57%            | 3193125                                   | --       | 3193125        | 63.57%            |                             |
| b) Central Govt.                                           | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| c) State Govt.(s)                                          | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| d) Bodies Corporate                                        | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| e) Banks / FI                                              | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| f) Any Other....(Director or Director's Relative)          | 461875                                          | --       | 461875         | 09.20%            | 461875                                    | --       | 461875         | 09.20%            | --                          |
| <b>Sub-Total (A)(1):</b>                                   | <b>3655000</b>                                  | --       | <b>3655000</b> | <b>72.77%</b>     | <b>3655000</b>                            | --       | <b>3655000</b> | <b>72.77%</b>     |                             |
| <b>(2) Foreign</b>                                         |                                                 |          |                |                   |                                           |          |                |                   |                             |
| a) NRIs - Individuals                                      | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| b) Other – Individuals                                     | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| c) Bodies Corporate                                        | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| d) Banks / FI                                              | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| e) Any Other....                                           | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| <b>Sub-Total (A)(2):</b>                                   | --                                              | --       | --             | --                | --                                        | --       | --             | --                | --                          |
| <b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b> | <b>3655000</b>                                  | --       | <b>3655000</b> | <b>72.77%</b>     | <b>3655000</b>                            | --       | <b>3655000</b> | <b>72.77%</b>     |                             |
| <b>B. Public Shareholding</b>                              |                                                 | --       |                |                   |                                           |          |                |                   |                             |



## 10<sup>th</sup> Annual General Meeting

|                                                                                   |        |    |        |        |        |    |        |        |    |
|-----------------------------------------------------------------------------------|--------|----|--------|--------|--------|----|--------|--------|----|
| <b>(1)<br/>Institutions</b>                                                       |        | -- |        |        |        |    |        |        |    |
| a) Mutual Funds / UTI                                                             | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| b) Banks / FI                                                                     | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| c) Central Govt.                                                                  | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| d) State Govt.(s)                                                                 | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| e) Venture Capital Funds                                                          | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| f) Insurance Companies                                                            | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| g) FIIs                                                                           | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| h) Foreign Venture Capital Funds                                                  | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| i) Others (specify)                                                               | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| <b>Sub-Total (B)(1):</b>                                                          | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| <b>(2) Non-Institutions</b>                                                       |        | -- |        |        |        |    |        |        |    |
| a) Bodies Corporate                                                               |        | -- |        |        |        |    |        |        |    |
| i) Indian                                                                         | 316000 | -- | 316000 | 6.29%  | 596000 | -- | 596000 | 11.87% |    |
| ii) Overseas                                                                      | --     | -- | --     | --     | --     | -- | --     | --     | -- |
| b) Individual                                                                     | --     | -- | --     | --     |        |    |        |        |    |
| i) Individual Shareholders holding nominal share capital upto Rs. 2 Lakh          | 202000 | -- | 202000 | 4.02%  | 182000 | -- | 182000 | 3.62%  |    |
| ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh | 524000 | -- | 524000 | 10.43% | 260000 | -- | 260000 | 5.18%  |    |
| c) Other (Specify)                                                                | --     | -- | --     | --     |        |    |        |        |    |
| i) Non Resident Indians                                                           | 58000  | -- | 58000  | 1.15%  | 54000  | -- | 58000  | 1.08%  |    |



## 10<sup>th</sup> Annual General Meeting

|                                                        |                |           |                |               |                |           |                |               |           |
|--------------------------------------------------------|----------------|-----------|----------------|---------------|----------------|-----------|----------------|---------------|-----------|
| ii) Market Maker                                       | 1500000        | --        | 1500000        | 2.99%         | 242000         | --        | 242000         | 4.82%         |           |
| iii) Clearing Members                                  | 4000           | --        | 4000           | 0.08%         | --             | --        | --             | --            |           |
| iv) Hindu Undivided Family                             | --             | --        | --             | --            | 34000          | --        | 34000          | 068%          |           |
| <b>Sub-Total (B)(2):</b>                               | <b>1368000</b> | <b>--</b> | <b>1368000</b> | <b>27.23%</b> | <b>1368000</b> | <b>--</b> | <b>1368000</b> | <b>27.23%</b> | <b>-</b>  |
| <b>Total Public Share holding (B)= (B)(1) + (B)(2)</b> | <b>1368000</b> | <b>--</b> | <b>1368000</b> | <b>27.23%</b> | <b>1368000</b> | <b>--</b> | <b>1368000</b> | <b>27.23%</b> | <b>--</b> |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b> | <b>--</b>      | <b>--</b> | <b>--</b>      | <b>--</b>     | <b>--</b>      | <b>--</b> | <b>--</b>      | <b>--</b>     | <b>--</b> |
| <b>Grand Total (A+B+C)</b>                             | <b>5023000</b> | <b>--</b> | <b>5023000</b> | <b>100%</b>   | <b>5023000</b> | <b>--</b> | <b>5023000</b> | <b>100%</b>   | <b>--</b> |

| Shareholders Name          | No. of Shares held at the beginning of the year |                                  |                                                  | No. of Shares held at the end of the year |                                  |                                                  | % of Change in share holding during the year due to issue of new share and transfer. |
|----------------------------|-------------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|--------------------------------------------------------------------------------------|
|                            | No. of Shares                                   | % of total shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares                             | % of total shares of the Company | % of Shares Pledged / encumbered to total shares |                                                                                      |
| 1.Smita Patel              | 444375                                          | 8.85%                            | NIL                                              | 444375                                    | 8.85%                            | NIL                                              | 0                                                                                    |
| 2. Sanjay Jashbhai Patel   | 625875                                          | 12.46%                           | NIL                                              | 625875                                    | 12.46%                           | NIL                                              | 0                                                                                    |
| 3 Taruna Patel             | 519375                                          | 10.34%                           | NIL                                              | 519375                                    | 10.34%                           | NIL                                              | 0                                                                                    |
| 4. Fatema Shabbir Kachwala | 1603500                                         | 31.92%                           | NIL                                              | 1603500                                   | 31.92%                           | NIL                                              | 0                                                                                    |
| 5. Piyush Patel            | 311875                                          | 6.21%                            | NIL                                              | 311875                                    | 6.21%                            | NIL                                              | 0                                                                                    |
| 6. Priyanka Patel          | 75000                                           | 1.49%                            | NIL                                              | 75000                                     | 1.49%                            | NIL                                              | 0                                                                                    |
| 7. Rushil Patel            | 75000                                           | 1.49%                            | NIL                                              | 75000                                     | 1.49%                            | NIL                                              | 0                                                                                    |
| <b>TOTAL</b>               | <b>3655000</b>                                  | <b>72.77%</b>                    |                                                  | <b>3655000</b>                            | <b>72.77%</b>                    | <b>-</b>                                         | <b>0</b>                                                                             |

### Shareholding of Promoters





## 10<sup>th</sup> Annual General Meeting

### i. Change in Promoters' Shareholding ( please specify, if there is no change)

| Shareholding at the beginning of the year                                                                                                                                   |               |                                  | Cumulative Shareholding during the year |                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------|-----------------------------------------|----------------------------------|
|                                                                                                                                                                             | No. of Shares | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |
| <b>AT THE BEGINNING OF THE YEAR</b>                                                                                                                                         |               |                                  |                                         |                                  |
| Smita Patel                                                                                                                                                                 | 444375        | 8.85%                            | 444375                                  | 8.85%                            |
| Sanjay Jashbhai Patel                                                                                                                                                       | 625875        | 12.46%                           | 625875                                  | 12.46%                           |
| Taruna Patel                                                                                                                                                                | 519375        | 10.34%                           | 519375                                  | 10.34%                           |
| Fatema Shabbir Kachwala                                                                                                                                                     | 1603500       | 31.92%                           | 1603500                                 | 31.92%                           |
| Piyush Patel                                                                                                                                                                | 311875        | 6.21%                            | 556875                                  | 6.21%                            |
| Priyanka Patel                                                                                                                                                              | 75000         | 1.49%                            | 75000                                   | 1.49%                            |
| Rushil Patel                                                                                                                                                                | 75000         | 1.49%                            | 75000                                   | 1.49%                            |
| <b>DATE WISE INCREASE/DECREASE</b> in Promoters Shareholding during the year specifying the reasons for increase/decreases(e.g. allotment/transfer/bonus/sweat equity etc): |               |                                  |                                         |                                  |
| Piyush Patel                                                                                                                                                                | 0             | 0                                | 0                                       | 0                                |
| Smita Patel                                                                                                                                                                 | 0             | 0                                | 0                                       | 0                                |
| Sanjay Jashbhai Patel                                                                                                                                                       | 0             | 0                                | 0                                       | 0                                |
| Taruna Patel                                                                                                                                                                | 0             | 0                                | 0                                       | 0                                |
| Fatema Shabbir Kachwala                                                                                                                                                     | 0             | 0                                | 0                                       | 0                                |
| Priyanka Patel                                                                                                                                                              | 0             | 0                                | 0                                       | 0                                |
| Rushil Patel                                                                                                                                                                | 0             | 0                                | 0                                       | 0                                |
| <b>AT THE END OF THE YEAR</b>                                                                                                                                               |               |                                  |                                         |                                  |
| Smita Patel                                                                                                                                                                 | 444375        | 8.85%                            | 444375                                  | 8.85%                            |
| Sanjay Jashbhai Patel                                                                                                                                                       | 625875        | 12.46%                           | 625875                                  | 12.46%                           |
| Taruna Patel                                                                                                                                                                | 519375        | 10.34%                           | 519375                                  | 10.34%                           |
| Fatema Shabbir Kachwala                                                                                                                                                     | 1603500       | 31.92%                           | 1603500                                 | 31.92%                           |
| Piyush Patel                                                                                                                                                                | 311875        | 6.21%                            | 311875                                  | 6.21%                            |
| Priyanka Patel                                                                                                                                                              | 75000         | 1.49%                            | 75000                                   | 1.49%                            |
| Rushil Patel                                                                                                                                                                | 75000         | 1.49%                            | 75000                                   | 1.49%                            |

### i. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Shareholding at the beginning of the year | Cumulative Shareholding during the year |
|-------------------------------------------|-----------------------------------------|
|-------------------------------------------|-----------------------------------------|



## 10<sup>th</sup> Annual General Meeting

| For Each Top 10 Share Holders                                                                                                                                                                                                     | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------|---------------|----------------------------------|
| <b><u>AT THE BEGINNING OF THE YEAR</u></b>                                                                                                                                                                                        |               |                                  |               |                                  |
| <b>NIL(No outsider because company status was pvt limited)</b>                                                                                                                                                                    |               |                                  |               |                                  |
| Date wise Increase/Decrease in top 10 Shareholding (other than Directors, Promoters and Holders of GDRs and ADRs): during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): |               |                                  |               |                                  |
| SAJANKUMAR RAMESHWARLAL BAJAJ                                                                                                                                                                                                     | 232000        | 04.62%                           | 232000        | 04.62%                           |
| SUNITA BANSAL                                                                                                                                                                                                                     | 66000         | 01.314%                          | 66000         | 01.314%                          |
| AMAR MUKESHKUMAR SHAH                                                                                                                                                                                                             | 60000         | 01.1945%                         | 60000         | 01.1945%                         |
| JIGNESH AMRUTLAL THOBHANI                                                                                                                                                                                                         | 50000         | 00.99%                           | 50000         | 00.99%                           |
| SHAH ANAND YOGESHKUMAR                                                                                                                                                                                                            | 36000         | 00.72%                           | 36000         | 00.72%                           |
| GOPAL BANSAL (HUF)                                                                                                                                                                                                                | 28000         | 00.56%                           | 28000         | 00.56%                           |
| GADA RITA BHAILAL                                                                                                                                                                                                                 | 28000         | 00.56%                           | 28000         | 00.56%                           |
| SHAH REKHABEN MUKESHKUMAR                                                                                                                                                                                                         | 22000         | 00.43%                           | 22000         | 00.43%                           |
| SHAH PRATIK PARESHBHAI-HUF                                                                                                                                                                                                        | 12000         | 00.24%                           | 12000         | 00.24%                           |
| CHARMI SHAH                                                                                                                                                                                                                       | 12000         | 00.24%                           | 12000         | 00.24%                           |
| <b><u>AT THE END OF THE YEAR</u></b>                                                                                                                                                                                              |               |                                  |               |                                  |
| SAJANKUMAR RAMESHWARLAL BAJAJ                                                                                                                                                                                                     | 232000        | 04.62%                           | 232000        | 04.62%                           |
| JAI AMBE TRADEXIM PRIVATE LIMITED                                                                                                                                                                                                 | 192000        | 03.82%                           | 192000        | 03.82%                           |
| OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED                                                                                                                                                                                   | 176000        | 03.50%                           | 176000        | 03.50%                           |
| TIA ENTERPRISES PRIVATE LIMITED                                                                                                                                                                                                   | 142000        | 02.83%                           | 142000        | 02.83%                           |
| CNETLINGO MARKETING PRIVATE LIMITED                                                                                                                                                                                               | 62000         | 01.23%                           | 62000         | 01.23%                           |
| ABDULTAIYAB SAIFUDDIN VORA                                                                                                                                                                                                        | 40000         | 00.80%                           | 40000         | 00.80%                           |
| GOPAL BANSAL (HUF)                                                                                                                                                                                                                | 28000         | 00.56%                           | 28000         | 00.56%                           |
| GADA RITA BHAILAL                                                                                                                                                                                                                 | 28000         | 00.56%                           | 28000         | 00.56%                           |
| KAILASH CHAND JANGID                                                                                                                                                                                                              | 18000         | 00.36%                           | 18000         | 00.36%                           |
| GOODPOINT COMMODEAL PRIVATE LIMITED                                                                                                                                                                                               | 16000         | 00.32%                           | 16000         | 00.32%                           |

### v. Shareholding of Directors and Key Managerial Personnel

#### Name of Director/KMP:

| Shareholding at the beginning of the year  |               |                                  | Cumulative Shareholding during the year |                                  |
|--------------------------------------------|---------------|----------------------------------|-----------------------------------------|----------------------------------|
| For Each Directors and KMP                 | No. of Shares | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |
| <b><u>At the beginning of the year</u></b> |               |                                  |                                         |                                  |



## 10<sup>th</sup> Annual General Meeting

|                                                                                                                                                                                                                                                                                     |        |        |        |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|--------|--------|
| Sanjay Jashbhai Patel                                                                                                                                                                                                                                                               | 625875 | 12.46% | 625875 | 12.46% |
| Smita Sanjay Patel                                                                                                                                                                                                                                                                  | 444375 | 8.85%  | 444375 | 8.85%  |
| Taruna Piyush Patel                                                                                                                                                                                                                                                                 | 519375 | 10.34% | 519375 | 10.34% |
|                                                                                                                                                                                                                                                                                     |        |        |        |        |
| Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): (Not any change actual share capital remain same but % change due to allotment of further share by way of IPO) |        |        |        |        |
| Sanjay Jashbhai Patel                                                                                                                                                                                                                                                               | --     | --     | --     | --     |
| Smita Sanjay Patel                                                                                                                                                                                                                                                                  | --     | --     | --     | --     |
| Taruna Piyush Patel                                                                                                                                                                                                                                                                 | --     | --     | --     | --     |
| <b><u>At the end of the year</u></b>                                                                                                                                                                                                                                                |        |        |        |        |
| Sanjay Jashbhai Patel                                                                                                                                                                                                                                                               | 625875 | 12.46% | 625875 | 12.46% |
| Smita Sanjay Patel                                                                                                                                                                                                                                                                  | 444375 | 8.85%  | 444375 | 8.85%  |
| Taruna Piyush Patel                                                                                                                                                                                                                                                                 | 519375 | 10.34% | 519375 | 10.34% |
|                                                                                                                                                                                                                                                                                     |        |        |        |        |

### 5. **INDEBTEDNESS :**

(Indebtedness of the Company including interest outstanding/accrued but not due for payment):

|                                                            | Secured Loans<br>excluding<br>deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|------------------------------------------------------------|----------------------------------------|--------------------|----------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                        |                    |          |                       |
| i. Principal Amount                                        | 19,031,302                             | 3,928,609          | 0        | 22,959,911            |
| ii. Interest due but not paid                              | 0                                      | 0                  | 0        | 0                     |
| iii. Interest accrued but not due                          | 2,088,513                              | 540,676            | 0        | 2,629,189             |
| Total (i+ ii+ iii)                                         | 21,119,815                             | 4,469,285          | 0        | 25,589,100            |
| <b>Change in Indebtedness during the financial year</b>    |                                        |                    |          |                       |
| Addition                                                   | 29,436,839                             | 11,357,594         | -        | 40,794,433            |
| Reduction                                                  | (3,681,611)                            | (4,469,285)        | -        | (8,150,896)           |
| <b>Net Change</b>                                          | 25,755,228                             | 6,888,309          | -        | 32,643,537            |
| <b>Indebtedness at the end of the financial year</b>       |                                        |                    |          |                       |
| i. Principal Amount                                        | 43,774,571                             | 11,357,594         | -        | 55,132,165            |
| ii. Interest due but not paid                              | -                                      | -                  | -        | -                     |
| iii. Interest accrued but not due                          | -                                      | 3,150,167          | -        | -                     |
| Total (i+ ii+ iii)                                         | 43,774,571                             | 14,507,761         | -        | 58,282,332            |



## 10<sup>th</sup> Annual General Meeting

### 6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sr. No | Particulars of Remuneration                                                         | Sanjay Patel<br>(Managing Directors) |
|--------|-------------------------------------------------------------------------------------|--------------------------------------|
| 1.     | <b>Gross Salary</b>                                                                 |                                      |
|        | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 60,00,000                            |
|        | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   | -                                    |
|        | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -                                    |
| 2      | <b>Stock Options</b>                                                                | -                                    |
| 3      | <b>Sweat Equity</b>                                                                 | -                                    |
| 4      | <b>Dir Remuneration &amp; Commission</b>                                            |                                      |
|        | - as % of profit                                                                    | 24.49%                               |
|        | - Others, specify....                                                               | -                                    |
| 5      | Others, please specify<br>-Fee for attending Board/ Committee Meetings              | -                                    |
|        | <b>Total (A)</b>                                                                    | 60,00,000                            |
|        |                                                                                     | -                                    |
|        | <b>Other Ceiling as per Act</b>                                                     | -                                    |

B. Remuneration to other Directors: No Remuneration Has been given to any other Director except Managing Director, Mr. Sanjay Jashbhai Patel

### 7. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type                               | Section of the Companies Act | Brief Description | Details of Penalties/ Punishment/ Compounding Fees imposed | Authority [ RD/ NCLT/ COURT] | Appeal made, if any (give details) |
|------------------------------------|------------------------------|-------------------|------------------------------------------------------------|------------------------------|------------------------------------|
| <b>A. COMPANY</b>                  |                              | N/A               |                                                            |                              |                                    |
| Penalty                            |                              |                   |                                                            |                              |                                    |
| Punishment                         |                              |                   |                                                            |                              |                                    |
| Compounding                        |                              |                   |                                                            |                              |                                    |
| <b>B. DIRECTORS</b>                |                              | N/A               |                                                            |                              |                                    |
| Penalty                            |                              |                   |                                                            |                              |                                    |
| Punishment                         |                              |                   |                                                            |                              |                                    |
| Compounding                        |                              |                   |                                                            |                              |                                    |
| <b>C. OTHER OFFICER IN DEFAULT</b> |                              | N/A               |                                                            |                              |                                    |



## 10<sup>th</sup> Annual General Meeting

|             |  |  |  |  |  |
|-------------|--|--|--|--|--|
| Penalty     |  |  |  |  |  |
| Punishment  |  |  |  |  |  |
| Compounding |  |  |  |  |  |

For TEMBO GLOBAL INDUSTRIES LIMITED

Place: Mumbai

Date: 26/06/2020

Sd/-  
Sanjay Patel  
Din: [01958033](#)  
Managing Director



## 10<sup>th</sup> Annual General Meeting

### ANNEXURE

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

The Members,

**M/S TEMBO GLOBAL INDUSTRIES LIMITED**

**CIN NO: L29253MH2010PLC204331**

Add: PLOT NO- PAP D- 146/ 147,

TTC MIDC, TURBHE,

NAVI MUMBAI, Mumbai City

MH - 400705

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S TEMBO GLOBAL INDUSTRIES LIMITED (formerly known as Saketh Exim Limited)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/S TEMBO GLOBAL INDUSTRIES LIMITED (formerly known as Saketh Exim Limited)** Legal papers, minute books, forms and returns filed with MCA and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2020 complied with the statutory provisions SME listed hereunder except observation mention below and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

*(Disclaimer: Please note that due to covid-19 pandemic and lockdown imposed in whole India and specifically in hotspot in Mumbai, Maharashtra our audit team not visited at companies Register office physically in New Mumbai and based on electronic data available at MCA site, NSE Emerge site, SEBI web site and Management information report we conclude our audit for 2019-20. If any data we are not able to verified, we will not responsible to make any comments on it)*

I have examined the Legal papers, minute books, forms and returns filed with MCA and other records maintained by **M/S TEMBO GLOBAL INDUSTRIES LIMITED (formerly known as Saketh Exim Limited)** for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;



## 10<sup>th</sup> Annual General Meeting

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
**Incorporate Foreign Subsidiary**
  - 1. Tembo USA INC (w.e.f 13.12.2019)  
(Note: No foreign investment payment made by company till date as per management confirmation letter)
  - 2. Tembo LLC (w.e.f 05.03.2020) (Note: No foreign investment payment made till date as per management confirmation letter) this subsidiary company has initiated the process of wining up.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; *Not able to verify* in details
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The following are the other laws applicable to the Company :
  - 1. Factories Act, 1948
  - 2. Industrial Disputes Act, 1947
  - 3. The Payment of Wages Act, 1936
  - 4. The Minimum Wages Act, 1948
  - 5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
  - 6. The Payment of Bonus Act, 1965





## 10<sup>th</sup> Annual General Meeting

7. The Payment of Gratuity Act, 1972
8. Key National law i.e.
  - Water (Prevention and Control of Pollution) Act, 1974;
  - Water (Prevention and Control of Pollution) Cess Act, 1977;
  - Air (Prevention and Control of Pollution) Act, 1981;
  - Environment (Protection) Act, 1986;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SME Listing Agreements entered into by the Company with National Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

*Its observed that company received notices for non compliance of some quarterly/ half yearly listing agreement and company justified with proper reply to resolved the same.*

### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Company incorporated 3 (three) subsidiary during the 2019-20 and make all necessary discloser to stock exchange and ROC:

- 1.Saketh Seven star industries private limited (w.e.f 09.10.2019)
- 2.Tembo USA INC (w.e.f 13.12.2019)
- 3.Tembo LLC (w.e.f 05.03.2020) this subsidiary company has initiated the process of wining up.

Change of name of company to TEMBO GLOBAL INDUSTRIES LIMITED from SAKETH EXIM LIMITED and majority compliance under the companies act are complied by the company.



## 10<sup>th</sup> Annual General Meeting

Old Charge satisfaction CHG-4 petitions filing with NCLT under process.

*We have not commented and point area in which statutory auditor's observation and qualifications provided in audit report.*

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For GMS & CO.,  
Company Secretary in practice

Sd/-  
Gaurang Manubhai Shah  
Proprietor  
ACS No. 32581  
C.P. No. 11953.

Place: Mumbai  
Date: 26.06.2020  
UDIN NO: **A032581B000415601**

This report is to be read with our letter of even date which is annexed as **Annexure A** and form an integral part of this report.



## 10<sup>th</sup> Annual General Meeting

### Annexure A

The Members,  
**M/S TEMBO GLOBAL INDUSTRIES LIMITED**  
**CIN NO: L29253MH2010PLC204331**  
Add: Plot NO- PAP D- 146/ 147,  
TTC MIDC, Turbhe,  
Navi Mumbai, Mumbai City  
MH 400705

My Report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examinations were limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Please note that due to covid-19 pandemic and lockdown imposed in whole India and specifically in hotspot in Mumbai, Maharashtra our audit team not visited at companies Register office physically in New Mumbai and based on electronic data available at MCA site, NSE Emerge site, SEBI web site and Management information report.

We conclude our audit for 2019-20. If any data we are not able to verified, we will not responsible to make any comments on it and we are not taking any liability too.

For GMS & CO.,  
Company Secretary in practice

Sd/-  
Gaurang Manubhai Shah  
Proprietor  
ACS No. 32581  
C.P. No. 11953

Place: Mumbai  
Date: 26.06.2020  
UDIN NO: **A032581B000415601**



## 10<sup>th</sup> Annual General Meeting

**THE DETAILED REPORT ON CORPORATE GOVERNANCE, FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 AS PER THE FORMAT PRESCRIBED BY SEBI AND INCORPORATED IN SEBI (LODR) REGULATIONS, 2015 IS SET OUT BELOW:**

### 1. Company's philosophy on the Code of Governance

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company is being managed in a way which ensures accountability, transparency, fairness in all its transactions in widest sense and meet up its stakeholders aspirations and societal expectations.

The Company has always endeavored to implement the Corporate Governance process in the most democratic form as maximization of shareholders wealth is cornerstone of your Company. For the Company the advent of the SEBI (LODR) Regulations 2015 has paved way for sharing with the stakeholders, the corporate governance practices, which are deeply rooted in the corporate culture of the Company. Your Company has been committed in adopting and adhering to global recognized standards of corporate conduct towards its employees, clients and the society at large. The management team of your Company exerts the strict adherence to corporate governance practices in order to cover the entire spectrum of governance activities and benchmark its practices with the prevailing guidelines of Corporate Governance.

### 2. Board of Directors

The Board of Tembo consists of Five Directors with a fair representation of Executive, Non-Executive and Independent Directors. The Chairman being Executive, as per SEBI (LODR) Regulations, the Company has two Independent Directors. There is no institutional nominee on the Board. Details of Directors retiring by rotation and their brief are provided in the notice to Annual General Meeting.

#### 2.1. Composition and category of Directors

| <i>Category</i>                                        | <i>Name of Director</i>                                            |
|--------------------------------------------------------|--------------------------------------------------------------------|
| Promoter / Executive Director & Non executive director | Smita Sanjay Patel<br>Taruna Piyush Patel<br>Sanjay Jashbhai Patel |
| Non Executive and Independent Director                 | Jehan Darayus Variava<br>Jasbir Singh Anand                        |

#### 2.2. Board Meetings

##### Attendance of each Director at the Board Meetings and the last Annual General Meeting:

The Company holds regular Board Meetings. The detailed agenda along with the explanatory notes is circulated to the Directors well in advance. The Directors can suggest inclusion of any item(s) in the agenda at the Board Meeting.

The Company held 11 (Eleven) Board Meetings for the year ended 31<sup>st</sup> March, 2020. These were held on 03<sup>RD</sup> April, 2019; 04<sup>TH</sup> April, 2019; 04<sup>TH</sup> June, 2019; 14<sup>TH</sup> June, 2019; 11<sup>TH</sup> July, 2019; 18<sup>TH</sup> July, 2019; 09<sup>TH</sup> August, 2019; 11<sup>TH</sup> October, 2019; 22<sup>nd</sup> November, 2019; 6<sup>th</sup> December, 2019; 16<sup>th</sup> December, 2019; 24<sup>TH</sup> December, 2019; 1<sup>st</sup> January, 2020; 07<sup>th</sup> February, 2020.



## 10<sup>th</sup> Annual General Meeting

The company held Extra Ordinary Meeting on 07<sup>th</sup> March, 2020.

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31<sup>st</sup> March 2020 was as follows

| Directors             | Board Meetings attended during the year | Whether attended last AGM | Other Directorships/ Board Committees (Numbers)   |                                            |
|-----------------------|-----------------------------------------|---------------------------|---------------------------------------------------|--------------------------------------------|
|                       |                                         |                           | Directorships (excluding Private Limited Company) | Board Committee Membership/ (Chairmanship) |
| Smita Sanjay Patel    | 11                                      | Yes                       | None                                              | Yes                                        |
| Taruna Piyush Patel   | 11                                      | Yes                       | None                                              | Yes                                        |
| Sanjay Jashbhai Patel | 11                                      | Yes                       | None                                              | Yes                                        |
| Jehan Darayus Variava | 11                                      | Yes                       | None                                              | Yes                                        |
| Jasbir Singh Anand    | 11                                      | Yes                       | None                                              | Yes                                        |

In accordance with the Articles of Association of the Company and In terms of Section 152 of the Companies Act, 2013, Mrs. Taruna Piyush Patel the Directors of the Company, retire by rotation and being eligible, offer them for re-appointment.

### 2.3 Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are submitted either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This inter-alia includes:

1. Annual operating plans of businesses, capital budgets, updates.
2. Quarterly results of the Company and its operating divisions or business segments.
3. Minutes of the Audit Committee and other committees.
4. Information on recruitment and remuneration of senior officers just below the Board level.
5. Materially important litigations, show cause, demand, prosecution and penalty notices.
6. Fatal or serious accidents.
7. Any material default in financial obligations to and by the Company or substantial non- payment for services rendered by the Company.
8. Details of any joint venture or collaboration agreement or new client win.
9. Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
10. Transactions have involved substantial payments towards good-will, brand equity, or intellectual property.
11. Significant development in the human resources front.
12. Sale of material nature of investments, subsidiaries, assets which is not in the normal course of business.
13. Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
14. Quarterly update on the return from deployment of surplus funds.



## 10<sup>th</sup> Annual General Meeting

15. Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholders services as non-payment of dividend and delays in share transfer.

### 2.4. Brief resume of Directors who will be retiring by rotation at this Annual General Meeting of the Company

Mrs. Taruna Piyush Patel aged 58 years, residing at 143/3, Bhuvra Cottage Indulal Bhuvra Marg, Wadala Mumbai -400031 holds the degree of B.A.

### 2.5 Secretarial Standards Relating To the Meetings

The Institute of Company Secretaries of India (ICSI) has established Secretarial Standards relating to the Meetings of the Board thereof and Annual General Meetings. Approval of the Central Government under sub-section (10) of Section 118 of the Companies Act, 2013 has been accorded to the Secretarial Standards (SS) namely SS-1 on Meetings of the Board and SS-2 on General Meetings.

These Secretarial Standards (SS-1 and SS-2) shall apply to Board Meetings and General Meetings, in respect of which Notices are issued on or after 1st July, 2015. The Company shall follow the same.

### 3. Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensure accurate timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

#### 3.1 Composition, Name of Members and Chairman

The Audit Committee of the Board comprises three Directors name Mr. Jasbir Singh Anand as a Chairman, Mr. Jehan Darayus Variava and Smita Sanjay Patel as members. The Audit Committee meets with the requirement of the Companies Act, 2013 and SEBI Listing Regulations 2015.

#### 3.2 Brief description of the terms of reference

**The Audit Committee of the Company Perform following functions as follows:**

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible.
- (b) To recommend to the Board, the appointment, re-appointment and, if required removal of Statutory auditors and fixing audit fees and to approval of payments for any other services.
- (c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices
  - Major accounting entries based on exercise of judgment by management.
  - Qualifications in the draft audit report.
  - Significant adjustments arising out of audit
  - The going concern assumption
  - Compliance with the accounting standards



## 10<sup>th</sup> Annual General Meeting

- Compliance with Stock Exchanges and legal requirements concerning financial statements
  - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large
- (d) To review and approve annual accounts of the Company and recommended to the Board for consideration or otherwise.
- (e) To review with Management; external and internal auditors, and review the efficiency of internal control systems. .
- (f) To review the adequacy of internal audit function, 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.
- (g) To discuss with internal auditors about any significant findings and follow-up thereon.
- (h) To review 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.
- (i) To discuss with external auditors before the audit commences, the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern.
- (j) To review the Company's financial and risk management policies.
- (k) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

### 3.3 Meetings and Attendance during the year 2019-20

**Attendance record of the Audit Committee during the year as per the table**

**Given below:**

| Name Of Directors          | Category        | No. of Meetings held during the year |          |
|----------------------------|-----------------|--------------------------------------|----------|
|                            |                 | Held                                 | Attended |
| Mrs. Jehan Darayus Variava | Independent     | 4                                    | 4        |
| Mrs. Smita Sanjay Patel    | Non-Independent | 4                                    | 4        |
| Mr. Jasbir Singh Anand     | Independent     | 4                                    | 4        |

### 3.4 Independent Directors' Meeting

During the year under review, the Independent Directors met on 20<sup>th</sup> January, 2020 inter alia, to discuss and review:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### 4. Remuneration Committee

The Remuneration Committee determines and recommends to the Board of Directors, the remuneration payable to the Executive Directors. The Board of Directors approved the remuneration to the Executive Directors on the basis of the performance as well as Company's performance, subject to consents as may be required.





## 10<sup>th</sup> Annual General Meeting

The Non Executive Directors are not paid any remuneration except for the sitting fees for attending the Board Meetings/Committee Meetings.

The resolutions for the appointment and remuneration payable to the Executive Directors including commission to Managing Director are approved by the shareholders of the Company.

The remuneration to the Executive Directors consists of a fixed salary and other perquisites. The Leave Travel Allowance is paid as per the Company's rules. Provident Fund and Superannuation are provided for as per the Company's policies. Wherever applicable, the perquisites are considered as part of remuneration and taxed as per Income Tax Laws. The Commission recommended by the Remuneration Committee to the Board is paid to the Managing Director in accordance with the provisions of the Companies Act, 2013.

The Remuneration Committee of the Board comprises three Directors namely:

Mrs. Jehan Darayus Variava - Chairman  
 Mrs. Smita Sanjay Patel - Member  
 Mr. Jasbir Singh Anand - Member

The details of remuneration to Managing Director for the financial year 2019-2020 are given below:  
 (Rupees in Lacs)

| Particulars                                                 | 2019-20   | 2018-19   |
|-------------------------------------------------------------|-----------|-----------|
| Salary and Allowances (Rs.)                                 | 42,00,000 | 60,00,000 |
| Contribution to PF, Superannuation and Gratuity Funds (Rs.) | -         | -         |
| Commission (Rs.)                                            | -         | -         |
| Total (Rs.)                                                 | 42,00,000 | 60,00,000 |

The details of remuneration paid to the Non-Executive Directors by way of sitting fees during the financial year 2019-20 are given below:

| Sr. No. | Name of the Non-Executive Director | Sitting fees (Rupees) | Other elements of remuneration |
|---------|------------------------------------|-----------------------|--------------------------------|
| 1.      | Mr. Jehan Darayus Variava          | 6000                  | -                              |
| 2.      | Mr. Jasbir Singh Anand             | 6000                  | -                              |
| 3.      | Mrs. Smita Patel                   | 24000                 | -                              |
| 4.      | Mrs. Taruna Patel                  | 22000                 | -                              |

## 5. Shareholders/ Investor Grievance Committee

### 5.1 Scope of the Committee

The scope of the Shareholders Grievance Committee is to review and address the grievances of the shareholders in respect of



## 10<sup>th</sup> Annual General Meeting

share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual report, non- receipt of balance sheet, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

### 5.2 Composition of the Committee

The Committee is headed by Mr. Jasbir Singh Anand as a members Mr. Jehan Darayus Variava and Mrs.Taruna Piyush Patel as a Chairman,.

### 5.3 Compliance Officer

Ms. Tasneem Husain Marfatia (CS) is the Compliance officer of the Company during the year 2019-20.

### General Body Meetings

#### 6.1 Location and time, where last three AGMs were held

Following table details the particulars of the last Three Annual General Meetings of the Company

| Financial Year | Date & Time                            | Venue             |
|----------------|----------------------------------------|-------------------|
| 2016-17        | 29 <sup>th</sup> September at 02.00 pm | Registered Office |
| 2017-18        | 18 <sup>th</sup> July at 11.00 am      | Registered Office |
| 2018-19        | 28 <sup>th</sup> September at 4.00 pm  | Yogy Town Hotel   |

### 7. Disclosures

#### 7.1 Disclosures regarding materially significant related party transactions

No transaction of material nature has been entered into by the Company with its Promoters or Directors or management or relatives etc. that may have potential conflict with the interest of the Company.

All transactions with the Related Parties were in the ordinary course of business and at an arm's length.

#### 7.2 Disclosure

There are no material transactions with related parties, which require separate disclosure. A comprehensive list of related party transactions as required by Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, forms part of note no. N of II other explanatory notes and information to the accounts in the Annual Report.

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis.

There is no material pecuniary transaction with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure.



## 10<sup>th</sup> Annual General Meeting

The Management Discussion and Analysis Report prepared in accordance with the requirements laid out in SEBI Listing Regulations 2015.

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management or relatives etc. that may have potential conflict with the interest of the Company at large.

No penalties were imposed on the Company by the Bombay Stock Exchange Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

The details of compliance with mandatory requirements of SEBI Listing Regulations 2015 are as contained in this Report.

### 7.3 Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 1992, as amended till date on prevention of Insider Trading, the Company has a comprehensive code of conduct and the same is being strictly adhered by its management staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made while dealing with shares of the company and cautioning them on the consequences on non-compliance thereof.

The Company follows quiet periods (closure of trading window) prior to its publication of unpublished price sensitive information. During the quiet period, the Company has set up a mechanism where the management and relevant staff and business associates of the Company are informed not to trade in Company's securities.

The Company also affirms that no personnel has been denied access to the audit committee

### 7.4 Code of conduct

In terms of **SEBI Listing Regulations 2015**, the Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman of the Company forms part of this Report.

### 7.5 Details of Compliance with SEBI Listing Regulations 2015

The Company has complied with the provisions of **SEBI Listing Regulations 2015**

## 8 Means of Communication

- (a) Half-yearly report were updated on company website for shareholders
- (b) The half yearly results are published in the The Financial Express (National Daily), Janasatta and Navshakti (Regional Newspaper).
- (c) The Extra ordinary meeting for Name Change of the company was published in the The Financial Express (National Daily), Janasatta and Navshakti (Regional Newspaper).
- (d) The Listing Centre of NSE Emerge SME listed is a web based application designed by the NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, etc are also filed electronically on the Listing Centre.
- (e) The investors complaints are processed in a centralized web based complaints redress system. The salient features of this



## 10<sup>th</sup> Annual General Meeting

system is Centralized database of all companies, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the compliant and its current status.

### 9. Management Discussion and Analysis

The Company has provided a detailed Management Discussion and Analysis report in its Annual Report and the same forms part of the Annual Report.

### 10. General Shareholder Information

#### 10.1 Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Company is scheduled to be held on at 12.00. P.M 26<sup>th</sup> August, 2020 through video conferencing and the Registered Office:- Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe ,Navi Mumbai- 400705

#### 10.2 Financial Year of the Company

1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020.

#### 10.3 Date of Book Closure

From 24<sup>th</sup>December, 2020 to 30<sup>th</sup>December, 2020 (Both days inclusive) and record date on 23<sup>rd</sup> December, 2020

#### 10.4 Dividend payment date

Credit/dispatch of dividend & dividend warrants between 30<sup>th</sup> December, 2020 to 29<sup>th</sup> January, 2020.

#### 10.5 Listing on Stock Exchange

The National Stock Exchange of India Limited (Emerge platform), Mumbai

#### 10.6 Stock Code and Symbol

“SAKETH” and “TEMBO” at The National Stock Exchange of India Limited (Emerge platform), Mumbai

#### 10.6 The ISIN of SAKETH EXIM LIMITED on both NSDL and CDSL

INE869Y01010

#### 10.7 Market Price Data: High Low during each month in Financial Yea i.e. 1<sup>st</sup> April 2019 to 31<sup>st</sup> March, 2020.

| Month      | Open Price | High Price | Low Price | Close Price |
|------------|------------|------------|-----------|-------------|
| April 2019 | 109.5      | 109.5      | 109.5     | 109.5       |



## 10<sup>th</sup> Annual General Meeting

|                |        |        |        |        |
|----------------|--------|--------|--------|--------|
| May 2019       | 111    | 111    | 111    | 111    |
| June 2019      | 125    | 125    | 125    | 125    |
| July 2019      | 117.5  | 117.5  | 117.5  | 117.5  |
| August 2019    | 103.75 | 103.75 | 103.75 | 103.75 |
| September 2019 | 107    | 107    | 107    | 107    |
| October 2019   | 126    | 126    | 126    | 126    |
| November 2019  | 125    | 125    | 125    | 125    |
| December 2019  | 125    | 125    | 125    | 125    |
| January 2020   | 130    | 130    | 130    | 130    |
| February 2020  | 128    | 128    | 128    | 128    |
| March 2020     | 133.05 | 133.05 | 133.05 | 133.05 |

### 10.8 Registrar and Share Transfer agents

#### Bigshare Services Private Limited

1ST Floor, Bharat Tin Works Building,  
pp. Vasant Oasis, Makwana Road,  
Marol, Andheri (E), Mumbai-400059.

### 10.9 Share transfer system

Shares sent for transfer in physical form are registered and returned by Registrar and Share transfer agents within 30 days from the date of receipt of documents, provided the documents are found in order .Share under objection are returned within 21 days.

### 10.10 Distribution Schedule and Shareholding Pattern as on March 31, 2020

#### Distribution Schedule as on March 31, 2020

| Sr. No.      | Category         | No. of Shareholders | % of Shareholders | Amount          | % Amount      |
|--------------|------------------|---------------------|-------------------|-----------------|---------------|
| 1            | 1 - 5000         | 0                   | 0                 | 0               | 0             |
| 2            | 5001 - 10000     | 0                   | 0                 | 0               | 0             |
| 3            | 10001 - 20000    | 36                  | 47.3684           | 720000          | 1.4334        |
| 4            | 20001 - 30000    | 0                   | 0                 | 0               | 0             |
| 5            | 30001 - 40000    | 10                  | 13.1579           | 400000          | 0.7963        |
| 6            | 40001 - 50000    | 0                   | 0                 | 0               | 0             |
| 7            | 50001 - 100000   | 10                  | 13.1579           | 400000          | 0.7963        |
| 8            | 100001 and above | 20                  | 26.3158           | 48390000        | 96.3369       |
| <b>Total</b> |                  | <b>76</b>           | <b>100.00</b>     | <b>50230000</b> | <b>100.00</b> |



## 10<sup>th</sup> Annual General Meeting

### Shareholding Pattern as on March 31, 2020

| Sr. No.      | Category of Shareholder                        | No. of Shareholders | Number of Shares | % of Equity |
|--------------|------------------------------------------------|---------------------|------------------|-------------|
| 1.           | Promoters & director relative                  | 7                   | 3655000          | 72.77%      |
| 2.           | Mutual Funds/ UTI                              | -                   | -                | -           |
| 3.           | Bank /Financial Institution/ Insurance Company | -                   | -                | -           |
| 4.           | FII's/GDR                                      | -                   | -                | -           |
| 5.           | Private Bodies Corporate                       | 6                   | 612000           | 12.1840%    |
| 6.           | Indian Public                                  | 57                  | 542000           | 10.7904%    |
| 7.           | NRIs/OCBs                                      | 5                   | 58000            | 1.15%       |
| 8.           | Others ( Market Maker)                         | 1                   | 156000           | 3.1057%     |
| <b>Total</b> |                                                | <b>88</b>           | <b>50,23,000</b> | <b>100</b>  |

### 10.11 Dematerialization of Shares

As on 31<sup>st</sup> March, 2020 Equity shares 50, 23,000 of Rs.10/- each were in dematerialized form 4,029,000 with NSDL and 994,000 equity shares of Rs. 10/- each were in dematerialized form with CDSL constituting 80.21% and 19.79% respectively of the paid-up capital.

### 10.12 Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

Not issued

### 10.13 Plant Locations

The Company's Plants are located at  
 UNIT NO.1:- B-1 Badrinath Ground Floor, Tungareswar Industrial Complex, Sativali Village, Vasai (East) -401208  
 UNIT NO.2:- APL House, Tungareswar Industrial Complex, Sr. No.-1, H- No.-8, Sativali Village, Vasai (East) -401208

### 10.14 Address for correspondence

**For any Query relating to the Shares of the Company**

**M/S. Bigshare Services Private Limited ,**

1ST Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai-400059.

Any other Query

**Secretarial Department**

**M/S TEMBO GLOBAL INDUSTRIES LIMITED**

PLOT NO- PAP D- 146/ 147, TTC MIDC, TURBHE NAVI MUMBAI-400705

Email: [cs@sakethexim.com](mailto:cs@sakethexim.com)



## 10<sup>th</sup> Annual General Meeting

### 11. Code of Business Conduct & Ethics for Directors/Management Personnel

The company is committed in conducting its business in conformity with ethical standards and applicable laws and regulations. The code of conduct for the directors and senior management of the company has been laid down by the board and the same is posted on the website of the company declaration by the CEO/managing director under clause 49 of the listing agreement regarding adherence to the code of conduct

### 12. Prohibition of Insider Trading

With a view to regulate trading in securities by the Directors and Designated Employees, the Company has adopted a Code of Conduct for prevention of Insider Trading.

### CERTIFICATE ON CORPORATE GOVERNANCE

#### Managing Director's Certification pursuant to SEBI Listing Regulations 2015

I, Sanjay Patel, Chairman & Managing Director of M/S Tembo Global Industries Limited, to the best of my knowledge and belief, certify that:

1. I have reviewed the Balance Sheet as on 31<sup>st</sup> March, 2020 and Profit and Loss Account for the year ended as on that date along with all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report;
2. Based on my knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on my knowledge and information, the financial statements and other financial information included in this report present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this report and are in compliance with the existing accounting standards and / or applicable laws and regulations;
4. To the best of my knowledge and belief no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's code of conduct;
5. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have:
  - a) Designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures; and
  - d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the





## 10<sup>th</sup> Annual General Meeting

company's internal control over financial reporting;

6. I have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company (and persons performing the equivalent functions)
  - a) All deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies;
  - b) Significant changes, if any, in internal controls during the year covered by this report;
  - c) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - d) Instances of significant fraud of which I am aware, that involves management or other employees who have a significant role in the Company's internal control system;
7. I affirm that I have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and I have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
8. I further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

**For TEMBO GLOBAL INDUSTRIES LIMITED**

**Place: Mumbai**  
**Date: 26/06/2020**

**Sd/-**  
**Sanjay Patel**  
**Managing Director**



## 10<sup>th</sup> Annual General Meeting

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

#### TO THE MEMBERS OF TEMBO GLOBAL INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Tembo Global Industries Limited (the Company) for the year ended on March 31, 2020 as stipulated in SEBI Listing Regulations 2015 of the Company with the NSE Emerge Stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-referred Listing Regulation.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

**Sd/-**  
**Rumeet Anil Maru**  
**Proprietor**  
**M No: 166417**

**Place: Mumbai**  
**Date:**



10<sup>th</sup> Annual General Meeting

**CERTIFICATE FROM PRACTISING COMPANY SECRETARY REGARDING  
COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

**To the Shareholders of M/S TEMBO GLOBAL INDUSTRIES LIMITED,**

We have examined the compliance of conditions of Corporate Governance by M/S TEMBO GLOBAL INDUSTRIES LIMITED for the year ended 31<sup>st</sup> March 2020, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulation, subject to the following:

The Board of Directors of the Company does have an optimum combination of executive and non-executive directors.

We state that no investor grievance is pending against the Company exceeding one month as per records maintained by the company, which are presented to the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the Company.

**For GMS & CO.,**

**SD/-**  
**Gaurang shah**  
**Practising Company Secretary**  
**Membership No: 32581**  
**Certificate of Practice Number: 11953**



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### REPORT ON CORPORATE SOCIAL RESPONSIBILITY

#### TO THE MEMBERS OF TEMBO GLOBAL INDUSTRIES LIMITED

M/S Tembo Global Industries Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of all its stakeholders, internal as well as external, through the implementation and integration of ethical systems and sustainable management practices. For this M/S Tembo Global Industries Limited had laid a balanced emphasis on all aspects of corporate social responsibility and sustainability with regard to its internal operations, activities and processes, as well as undertake initiatives and projects to facilitate capacity building, empowerment of communities, inclusive socioeconomic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions, and upliftment of the marginalized and underprivileged sections of the society.

The CSR provisions of the Companies Act 2013, Schedule VII, or the CSR rules are inviolable. However, in addition to the CSR provisions of the Act and the CSR rules, DPE has formulated Guidelines on Corporate Social Responsibility and Sustainability which are applicable to CPSEs. Guidelines do not supersede or override any provision of the Act, or Schedule VII of the Companies Act 2013, or the CSR rules, but will supplement them. It is clarified that in case of any perceived conflict between the CSR rules and the Guidelines, the former shall prevail in all circumstances.

The term Sustainability has been used in conjunction with CSR in the title of DPE Guidelines because CSR activities which are envisaged in the Act and in the CSR rules can be supplemented with sustainability initiatives as both aim at achieving sustainable development goals. The CSR Committee so constituted formulated Policy on Corporate Social Responsibility (CSR Policy) and the Board of Directors of the Company ('Board') has approved the same as per recommendation of CSR Committee.

Web link: <https://www.nut-clamps.com/committee/CSR.php>; Corporate Social Responsibility Policy of The Composition of the CSR committee

#### The Chairperson and Members of the Committee are as follows: Up to 31.03.2020

| S.No. | Name                                 | Designation          | Chairman / Member |
|-------|--------------------------------------|----------------------|-------------------|
| 1.    | Mrs. Taruna Piyush Patel             | Director             | chairman          |
| 2.    | Mr. Jasbir Singh Jaswant Singh Anand | Independent Director | Member            |
| 3.    | Mr. Jehan Darayus Variava            | Independent Director | Member            |

The Act mandates that companies with a profit of more than INR 5 crore (US \$700,675), turnover of INR 100 crore (US \$14 million), and net worth of more than INR 500 crore (US \$70 million) have to spend at least two percent of their three years' annual average net profit towards CSR activities.



## 10<sup>th</sup> Annual General Meeting

| Sr. No. | Particulars                      | 2019-20            | 2018-19            | 2017-18            |
|---------|----------------------------------|--------------------|--------------------|--------------------|
| 1       | Net Profit:                      | Rs. 2,45,04,490/-  | Rs. 2,07,11,728/-  | Rs. 1,12,15,597/-  |
|         | (a) Indian Party-                |                    |                    |                    |
|         | (b) Group Company (Consolidated) | Rs. 2,38,97,621/-  | N.A                | N.A                |
| 2.      | Turnover                         | Rs. 78,88,62,006/- | Rs. 61,60,37,332/- | Rs. 62,45,70,105/- |
|         | (a) Indian Party-                |                    |                    |                    |
|         | (b) Group Company (Consolidated) | Rs. 78,88,62,006/- | N.A                | N.A                |
| 3.      | Net worth of                     |                    |                    |                    |
|         | (a) Indian Party-                | Rs. 205,116,262/-  | Rs. 182,349,300/-  | Rs. 73,224,261/-   |
|         | (b) Group Company (Consolidated) | Rs. 204,243,198/-  | N.A                | N.A                |

As the threshold limit for applicability of **Corporate Social Responsibility** Norms as per section 135 of the companies Act is not reached expenditure on CSR activity is not mandatory for the company.

The company has not voluntarily undertaken any CSR activity during the Financial year 2019-20

**In case the company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report - N.A.**

**A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.**

Implementation of CSR activities is in compliance with Companies Act, 2013 & OPE guidelines and to meet the CSR objectives and policy of the Company.

**For TEMBO GLOBAL INDUSTRIES LIMITED**

**For CSR committee**

Sd/-  
**Mr. Sanjay Patel**  
**Managing Director**  
**Place: Mumbai**  
**Date: 26/06/2020**

Sd/-  
**Mrs. Taruna Piyush Patel**  
**Chairman of the Committee**



## 10<sup>th</sup> Annual General Meeting

### MANAGEMENT DISCUSSION AND ANALYSIS

#### INTRODUCTION AND OVERVIEW

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.. Indian economy is expected to grow at a rate of 6 per cent in the year 2019-20 and in the next financial year 2020-21 the economy is expected to grow at a rate of 6.5 per cent. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

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

Real GDP in 2019-20 was estimated to grow at 5.0 per cent (second advance estimates). The share of total final consumption (private and public consumption) in GDP at current prices in 2019-20 was estimated at 72.0 per cent as compared to 70.4% in 2018-19.

The fixed investment rate (ratio of gross fixed capital formation to GDP) was estimated at 27.5 per cent in 2019-20 as compared to 29.0 per cent in 2018-19. The growth in real fixed investment was estimated to decline at 0.6 per cent in 2019-20 when compared to 9.8 per cent in 2018-19.

India's Index of Industrial Production (IIP) for 2019-20 stood at 129.2.

The combined Index of eight core industries stood at 137 in March 2020. Its cumulative growth during by 0.6 per cent in 2019-20.

Net foreign direct investment was US\$ 42.7 billion in 2019-20 viz-a-viz US\$ 30.7 billion in 2018-19

Foreign exchange reserves were US\$ 558 billion in March 2019, as against. Foreign exchange reserves stood at US\$ 481.1 billion as on May 11, 2020.

(Source: <https://www.ibef.org/economy/monthly-economic-report>)

#### India's Economic Performance in 2019-20

- India's GDP growth is expected to grow in the range of 6.0 to 6.5 per cent in 2020-21.
- GDP growth moderated to 4.8 per cent in H1 of 2019-20, amidst a weak environment for global manufacturing, trade and demand.
- In 2019-20, fiscal deficit was budgeted at Rs 7.04 lakh crore (US\$ 99.56 billion) (3.3 per cent of GDP), as compared to Rs 6.49 lakh crore (US\$ 91.86 billion) (3.4 per cent of GDP) in 2018-19.
- Inflation increased from 3.3 per cent in H1 of 2019-20 to 7.35 per cent in December 2019-20 due to temporary increase in food inflation.
- Reforms undertaken during 2019-20 to boost investment, consumption and exports:
  - Speeding up the insolvency resolution process under Insolvency and Bankruptcy Code (IBC).
  - Easing of credit, particularly for the stressed real estate and NBFC sectors.
  - The National Infrastructure Pipeline for the period FY 2020-2025 launched.

#### External Sector

- India's Balance of Payments (BoP) position improved from US\$ 412.9 billion of forex reserves in end March 2019 to US\$ 433.7 billion in end September 2019.



## 10<sup>th</sup> Annual General Meeting

- Foreign reserves stood at US\$ 461.2 billion as on 10<sup>th</sup> January 2020.
- The Current Account Deficit (CAD) narrowed to 1.5 per cent of GDP in H1 of 2019-20 from 2.1 per cent in 2018-19.
- India's top five trading partners continue to be USA, China, UAE, Saudi Arabia and Hong Kong.
- India improved its ranking from 143 in 2016 to 68 in 2019 under the indicator, "Trading across Borders", monitored by World Bank in its Ease of Doing Business Report.
- Indian Logistics industry expected to reach US\$ 215 billion by 2020 from US\$ 160 billion, currently.
- According to World Bank's Logistics Performance Index, India ranked 44<sup>th</sup> in 2018 globally, up from 54<sup>th</sup> rank in 2014.
- Net FDI inflows continued to be buoyant in 2019-20 attracting US\$ 24.4 billion in the first eight months, higher than the corresponding period of 2018-19.
- Net FPI in the first eight months of 2019-20 stood at US\$ 12.6 billion.
- Net remittances from Indians employed overseas continued to increase, receiving US\$ 38.4 billion in H1 of 2019-20 which is more than 50 per cent of the previous year level.
- External debt remained low at 20.1 per cent of GDP as at end September 2019.

### Industry and Infrastructure

- The industrial sector as per Index of Industrial Production (IIP) registered a growth of 0.6 per cent in 2019-20 (April-November) as compared to 5.0 per cent during 2018-19 (April-November).
- Fertilizer sector achieved a growth of 4.0 per cent during 2019-20 (April-November) as compared to (-) 1.3 per cent during 2018-19 (April-November).
- Steel sector achieved a growth of 5.2 per cent during 2019-20 (April-November) as compared to 3.6 per cent during 2018-19 (April-November).
- Total telephone connections in India touched 119.43 crore as on September 30, 2019.
- The installed capacity of power generation has increased to 3, 64,960 MW as on October 31, 2019 from 3,56,100 MW as on March 31, 2019.
- Report of the Task Force on National Infrastructure Pipeline, released on 31.12.2019, has projected total infrastructure investment of Rs 102 lakh crore (US\$ 1.44 trillion) during the period FY 2020-2025 in India.

(Source: <https://www.ibef.org/economy/economic-survey-2019-20>)

## INDUSTRY STRUCTURE AND DEVELOPMENT

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

### Market size

India's nominal GDP growth rate is estimated at 12 per cent in 2019-20. The estimate for 2018-19 was 11.5 per cent. During Q2 of 2019-20, GDP (at constant 2011-12 prices), GDP stood at Rs 33.16 lakh crore (US\$ 474.46 billion) showing a growth rate of 4.3 percent over the corresponding quarter of previous year.





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India has retained its position as the third largest startup base in the world with over 8,900-9,300 startups, with about 1,300 new start-ups being founded in 2019, according to a report by NASSCOM. India also witnessed the addition of 7 unicorns in 2019 till August, taking the total tally up to 24.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were Rs 33.98 lakh crore (US\$ 476.09 billion) in the week up to February 14, 2020, according to data from the RBI.

### Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity (PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Exports from India increased 2.13 per cent year-on-year to US\$ 491.64 billion in April 2019-February 2020.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 54.5 in February 2020, showing expansion in the sector.
- Mergers and Acquisitions (M&A) activity in the country has reached US\$ 48 billion during Jan-Sept 2019.
- The gross tax revenue stood at Rs 15.04 lakh crore (US\$ 215.28 billion) out of which Income tax collection contributed Rs 3.52 lakh crore (US\$ 50.43 billion) between April 2019-January 2020.
- Companies in India have raised around US\$ 114.1 billion through 768 Initial Public Offers (IPO) first nine months of 2019.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 456.79 billion during April 2000 to December 2019, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) for the month of January 2020 stood at 137.1. The cumulative growth for the period April 2019-January 2020 over the corresponding period of the previous year stood at 0.5 per cent.
- Consumer Price Index (CPI) – Combined inflation was 4.5 per cent in April 2019-January 2020 as compared to 3.6 per cent in April 2018-January 2019.
- Around 12 million jobs in a year were created in India during 2015-19.
- India improved its ranking in the World Bank's Doing Business Report by 14 spots over last year and is ranked 63<sup>rd</sup> among 190 countries in 2020 edition of the report.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- India is expected to retain its position as the world's leading recipient of remittances in 2018, with total remittances touching US\$ 80 billion, according to World Bank's Migration and Development Brief.



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### Government Initiatives

The first Union Budget of the third decade of 21st century was presented by the Minister for Finance & Corporate Affairs, Ms Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energizing the Indian economy through a combination of short-term, medium-term, and long-term measures.

Total expenditure for 2020-21 is budgeted at Rs 37.14 lakh crore (US\$ 531.53 billion), an increase of 13 per cent from 2019-20 (revised budget estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure over the next five years.
- With the help of the new agriculture export policy, the agri exports from India is likely to reach the export target of US\$ 60 billion by the year 2022.
- In India, Atal Innovation Mission (AIM), flagship initiative of NITI Aayog, launched the Atal Community Innovation Centre (ACIC) program in NITI Aayog which aims at spurring community Innovation in underserved and unserved areas of the country.
- National Institute for Transforming India (NITI) Aayog released a strategic document titled 'Strategy for New India @75' to help India become a US\$ 4 trillion economy by FY23.
- The Government of India is going to increase public health spending to 2.5 per cent of GDP by 2025.
- For implementation of Agriculture Export Policy, government has approved an outlay Rs 206.8 crore (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.
- Government is planning to launch Bharatcraft portal, an e-commerce marketing platform to market and sell the products.
- Under the Pradhan Mantri Awas Yojana (Urban), government has sanctioned more than 96.50 Lakh houses under PMAY(U) and approved 606 proposals for the construction of 3,31,075 houses with an overall investment of Rs 15,125 crore (US\$ 2.16 billion).
- The Cabinet Committee on Economic Affairs has approved to increase the authorized capital of Food Corporation of India (FCI) from existing Rs 3,500 crore (US\$ 500.79 million) to Rs 10,000 crore (US\$ 1.43 billion).
- India has registered a 26.9 per cent reduction in Maternal Mortality Ratio (MMR) since 2013: Sample Registration System Bulletin-2016.
- Around 26.02 million households have been electrified as on 31<sup>st</sup> March 2019 under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (SAUBHAGYA).



## 10<sup>th</sup> Annual General Meeting

- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- As per the Union Budget 2019-20, public sector banks (PSBs) will be provided with a capital infusion of Rs 70,000 crore (US\$ 10.02 billion), allowing NBFCs to raise foreign debt.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- Under the scheme Pradhan Mantri Gram Sadak Yojana (PMGSY-III), government plans to spend Rs 50,250 crore (US\$ 7.19 billion) to build roads to boost rural connectivity.

### Road Ahead

India's gross domestic product (GDP) is expected to reach US\$ 5 trillion by FY25 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetization and Goods and Services Tax (GST).

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and have plans to increase its renewable energy capacity from to 175 GW by 2022.

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

Exchange Rate Used: INR 1 = US\$ 0.0139 as of Q3 FY19.

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

**References:** Media reports, Press releases, Press Information Bureau (PIB), Joint Plant Committee (JPC)

### Human Resource and Industrial Relations

Industrial relations of the company were cordial during the year and continue to remain peaceful at the factory & office at Indore and the corporate office at Mumbai and all the employees are working with the company for a common objective.

### Cautionary Statement

Statements in this Management Discussion and Analysis describing your Company's objectives, projections, estimates and expectations, may be 'forward looking statements' are within the meaning of the applicable laws and regulations. Actual results might differ substantially or materially from those expressed and implied. Important development that could affect your Company's operations include a downtrend in the international market, fall in onsite, offshore rate and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.



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### DECLARATION OF INDEPENDENCE

To,  
The Board of Directors,  
**M/S. TEMBO GLOBAL INDUSTRIES LIMITED**  
Mumbai.

**Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI(LODR), Regulation, 2015**

I, Mr. Jasbir Singh Anand (DIN: 08017248), hereby certify that I am a Non-Executive Independent Director of **M/S. TEMBO GLOBAL INDUSTRIES LIMITED**, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

**I certify that:**

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
  - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - holds together with my relatives 2% or more of the total voting power of the company; or
  - Is a Chief Executive or director, by whatever name called, of any non-profit organization that



## 10<sup>th</sup> Annual General Meeting

receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking  
You, Yours  
faithfully,

Sd/-  
**JASBIR SINGH JASWANT SINGH ANAND**  
(DIN: 08017248)  
Non-Executive and Independent Director

Date: 26/06/2020  
Place: Mumbai



## 10<sup>th</sup> Annual General Meeting

### DECLARATION OF INDEPENDENCE

To,  
The Board of Directors,  
**M/S. TEMBO GLOBAL INDUSTRIES LIMITED**  
Mumbai.

**Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015**

I, JEHAN DARAYUS VARIAVA (DIN: 07825744), hereby certify that I am a Non-Executive Independent Director of **M/S. TEMBO GLOBAL INDUSTRIES LIMITED**, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

**I certify that:**

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
  - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - d. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - e. holds together with my relatives 2% or more of the total voting power of the company; or
  - f. Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;



## 10<sup>th</sup> Annual General Meeting

8. I am not less than 21 years of age.

### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking  
You, Yours  
faithfully,**

**Sd/-  
JEHAN DARAYUS VARIAVA  
(DIN: 07825744)  
Non-Executive and Independent Director**

**Date: 26/06/2020  
Place: Mumbai**





## 10<sup>th</sup> Annual General Meeting

### ATTENDANCE SLIP OF 10<sup>TH</sup> ANNUAL GENERAL MEETING

#### TEMBO GLOBAL INDUSTRIES LIMITED

(CIN NO: L29253MH2010PLC204331)

Reg. Office: At Plot No- PAP D- 146/ 147, TTC MIDC Turbhe , Navi Mumbai-400705

Date:

Folio No:

DP/Client-ID No.:

Full Name of the Shareholder/ First Holder: \_\_\_\_\_  
\_\_\_\_\_(as appearing on share certificate/recorded with DP)

Registered Address: \_\_\_\_\_  
\_\_\_\_\_ PIN - \_\_\_\_\_

Total number of Shares held (in number):

Share Certificate Nos., From- \_\_\_\_\_ To- \_\_\_\_\_  
(In case of physical holding)

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 10<sup>th</sup> Annual General Meeting of the Company on Wednesday, 30<sup>th</sup> December, 2020 at 03:00 p.m. at **HOTEL YOGIMIDTOWN** Plot No Dx-12, T.T.C. Industrial area, Next to Hyundai sharayu motors, After Turbhe bridge, Navi Mumbai-400705. [Tel:912266081111](tel:912266081111) /27610808.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



10<sup>th</sup> Annual General Meeting

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

To,  
**TEMBO GLOBAL INDUSTRIES LIMITED**  
**(CIN NO: L29253MH2010PLC204331)**  
Reg. Office: At Plot No- PAP D- 146/ 147, TTC MIDC  
Turbhe ,Navi Mumbai-400705

Folio No.: \_\_\_\_\_  
DP/Client-ID No.: \_\_\_\_\_

Name of the Member(s): .....

Registered Address: .....

E-mail ID: .....

I/We being (a) shareholder (s) of the above named company holding (No.) \_\_\_\_\_ shares  
do hereby appoint

1) Name: .....

Address: .....

E-mail ID: .....

Signature ....., or failing him/her

2) Name: .....

Address: .....

E-mail ID: .....

Signature ....., or failing him/her

3) Name: ..... (optional)

Address: .....

E-mail ID: .....

Signature: .....



## 10<sup>th</sup> Annual General Meeting

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the TEMBO GLOBAL INDUSTRIES LIMITED (CIN NO: L29253MH2010PLC204331) to be held at 03:00 p.m. on the 30<sup>th</sup> day of December, 2020 at **HOTEL YOGIMIDTOWN** Plot No Dx-12, T.T.C. Industrial area, Next to Hyundai sharayu motors, After Turbhe bridge, Navi Mumbai-400705.Tel:912266081111/27610808 and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature of Member

1)

2)

3)

Signature of Proxy holder(s)

No instrument of proxy shall be valid unless in the case of an individual shareholder, it is signed by him or by his attorney duly authorized in writing, or in the case of joint holders, it is signed by the shareholders first named in the Register or his attorney duly authorized in writing, or in the case of a Company, it is executed under its common seal, if any, or signed by its attorney duly authorized in writing.

Provided that an instrument of proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his name, if his mark is affixed thereto and attested by a Judge, Magistrate, Justice of the Peace, Registrar or Sub-Registrar of Assurances, or other Government Gazette Officer.

A proxy, unless appointed by a Company, should be a Director of the Central Board/Member of the Local Board/Shareholder of the Tembo Global Industries Limited, other than an officer or employee of the Tembo Global Industries Limited.

No Proxy shall be valid unless it is duly stamped and unless it, together with the power of attorney or other authority (if any) under which it is signed, or a copy of that power of attorney or authority certified by a Notary Public or a Magistrate, is deposited with the Central Office or other office designated from time to time by the Chairman or Managing Director in this behalf, not less than 7 clear days before the date fixed for the meeting. (In case a power of attorney is already registered with the Company, the Folio No. and Registration No. of the power of attorney is also to be mentioned).

### Notes:

- I. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting*



## 10<sup>th</sup> Annual General Meeting

- II. A single person can be proxy of not more than 50 shareholders and holding in aggregate not more than 10% of total share capital of the company. A shareholder holding more than 10% of total share capital of the company, can appoint a single person as its proxy, however, such person cannot be appointed as proxy of any other shareholder.*
- III. The TEMBO GLOBAL INDUSTRIES LIMITED, Secretarial Dept., Registered Office- At Plot No-PAP D- 146/ 147, TTC MIDC Turbhe ,Navi Mumbai-400705 is authorized to accept the proxy form, power of attorney, authority or any other documents in this regard.*

**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)  
CIN: L29253MH2010PLC204331  
**BALANCE SHEET AS AT 31st MARCH 2020**

| Particulars                      | Note No. | 31st March 2020     | 31st March 2019     |
|----------------------------------|----------|---------------------|---------------------|
| <b>EQUITY AND LIABILITIES ::</b> |          |                     |                     |
| Shareholders' Funds              |          |                     |                     |
| Share Capital                    | 2        | 5,02,30,000         | 5,02,30,000         |
| Reserves and Surplus             | 3        | 15,87,69,185        | 13,72,96,529        |
|                                  |          | 20,89,99,185        | 18,75,26,529        |
| Non Current Liabilities          |          |                     |                     |
| Long Term Borrowings             | 4        | 5,44,77,439         | 1,62,11,441         |
| Long Term Provisions             |          | 5,44,77,439         | 1,62,11,441         |
| Current Liabilities              |          |                     |                     |
| Short Term Borrowings            | 5        | 8,19,06,598         | 8,33,87,169         |
| Trade Payables                   | 6        | 11,07,47,934        | 7,33,28,076         |
| Other Current Liabilities        | 7        | 4,58,19,745         | 2,33,94,267         |
|                                  |          | 23,84,74,277        | 18,01,09,512        |
| <b>Total...</b>                  |          | <b>50,19,50,901</b> | <b>38,38,47,482</b> |
| <b>ASSETS ::</b>                 |          |                     |                     |
| Non-Current Assets               |          |                     |                     |
| Fixed Assets                     | 8        |                     |                     |
| Tangible Assets                  |          | 6,66,91,763         | 5,24,90,791         |
| Intangible Assets                |          | 6,45,995            | 5,58,750            |
| Capital Work-in-Progress         |          | 29,88,654           | 1,55,414            |
|                                  |          | 7,03,26,412         | 5,32,01,955         |
| Non Current Investment           | 9        | 30,00,000           |                     |
| Long Term Loans and Advances     | 10       | 23,68,120           | 21,90,090           |
| Deferred Tax Assets              |          | 12,12,982           | 12,84,579           |
| Other Non Current Assets         | 11       | 38,82,923           | 51,77,229           |
|                                  |          | 1,04,64,026         | 89,51,898           |
| Current Assets                   |          |                     |                     |
| Inventories                      | 12       | 13,01,87,538        | 8,15,73,977         |
| Trade Receivables                | 13       | 20,18,85,050        | 17,02,88,753        |
| Cash and Cash Equivalents        | 14       | 2,27,59,669         | 1,45,61,526         |
| Short Term Loans and Advances    | 15       | 6,47,10,831         | 5,32,19,542         |
| Other Current Assets             | 16       | 16,17,374           | 23,46,832           |
|                                  |          | 42,11,60,463        | 32,19,90,630        |
| <b>Total...</b>                  |          | <b>50,19,50,901</b> | <b>38,38,47,482</b> |


The accompanying notes 1 to 23 are an integral part of these financial statements.

**AS PER OUR REPORT OF EVEN DATE**

For R A MARU & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F. R. N. 141914W

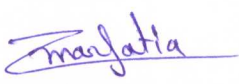
RUMEET ANIL MARU  
PROPRIETOR  
M. NO. 166417  
UDIN: 20166417AAAAAL9657

For TEMBO GLOBAL INDUSTRIES LIMITED

  
(SANJAY PATEL)  
MANAGING DIRECTOR  
DIN: 01958033

  
(SHABBIR MERCHANT)  
CHIEF FINANCIAL OFFICER

  
(SMITA PATEL)  
DIRECTOR  
DIN: 00348305

  
(TASNEEM MARFATIA)  
COMPANY SECRETARY  
& COMPLIANCE OFFICER



Place: Mumbai  
Date: 26.06.2020



# **TEMBO GLOBAL INDUSTRIES LIMITED (Formerly Known as SAKETH EXIM LIMITED)**

## **NOTE: 1**

**NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR  
ENDED 31ST MARCH, 2020**

### **CORPORATE INFORMATION**

These statements comprise financial statements of Tembo Global Industries Limited (Formerly known as Saketh Exim Limited) (CIN: L29253MH2010PLC204331) ('the company') for the period ended March 31, 2020. 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 ACCOUNTING POLICIES**

#### **I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

These financial statements have been prepared and presented under the historical cost conversion, on the accrual basis of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP') and comply with Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current -non-current classification of assets and liabilities.

#### **II. USE OF ESTIMATES:**

The Preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that

affect the reported amounts of revenues, expenses, asset and liabilities and the disclosures of contingent liabilities at the end of reporting period.

### **III. FIXED ASSETS AND DEPRECIATION/ AMORTIZATION**

- (i) Gross Fixed Assets are stated at historical cost of acquisition / construction net of Cenvat credit/Input Credit under VAT on capital goods. Depreciation on tangible assets is provided on Written Line Method as specified in Schedule II to The Companies Act, 2013. Intangible Assets are amortized as per AS-26 issued by The Institute of Chartered Accountants of India.
- (ii) Fixed assets are eliminated from financial statements either on disposal or when retired from active use. The retired assets are disposed off or discarded immediately. Profit or loss on disposal of assets is recognized in the statement of profit and loss.
- (iii) Depreciation is provided on pro-rata basis from the day in which assets have been put to use and up to the day on which assets have been used by the company.

### **IV. IMPAIRMENT OF ASSETS:**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

### **V. FOREIGN CURRENCY TRANSACTIONS:**

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward



exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

- c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account.

## **VI. REVENUE RECOGNITION:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when the significant risk and reward of ownership of the goods have passed to the buyer which normally coincides with the despatch of goods from the factory of the company. Sales are disclosed net of trade discount, Sales returns.

Revenue in respect of insurance, interest, cash subsidy and other claims is recognized only when it is reasonably certain that the ultimate collection will be made.

Export incentives under the Duty Entitlement Pass Book Scheme, Duty Draw Back Scheme, etc. are accounted in the year of export.

## **VII. OPERATING LEASES:**

Lease arrangements where risk and rewards incidental to ownership of an asset, substantially vests with the Lessor, are classified as operating leases.

Rental expenses on assets obtained under operating lease arrangement are recognized on a straight line basis over a term of the lease.

## **VIII. INVESTMENTS:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long – term investments. Provisions, if any are made for permanent diminution in value of investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long – term investments are carried at cost.

**IX. INVENTORIES:**

- i) Raw materials and packing materials are valued at landed cost determined on FIFO Basis net off VAT/CENVAT, wherever applicable.
- ii) The finished and trading goods have been valued at cost or net realizable value whichever is less.
- iii) Semi finished goods have been valued at estimated cost, as certified by the management.

**X. BORROWING COSTS:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized, as applicable. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**XI. TAXES ON INCOME:**

Tax expense comprises of Current and Deferred Tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of The Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**XII. EARNINGS PER SHARE:**

Basic Earnings per Share is computed by dividing the net profit attributable to Equity Shareholders for the year, by weighted average number of Equity Shares outstanding during the year. Diluted earning per share is computed using the weighted average number of Equity and dilutive Equity equivalent share outstanding at year-end.

**XIII. CASH & CASH EQUIVALENTS:**

Cash and Cash Equivalent in the Balance Sheet comprise of cash at bank and in hand and Term deposits with banks with original maturity of 1 year or more.

**XIV. PROVISIONS AND CONTINGENCIES:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

**XV. ACCOUNTING POLICIES:**

Accounting Policies not specifically referred to, are consistent and in consonance with generally accepted accounting principles.



**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)

CIN: L29253MH2010PLC204331

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2020**

| Particulars                                                   | Note No. | 31st March 2020     | 31st March 2019     |
|---------------------------------------------------------------|----------|---------------------|---------------------|
| <b>REVENUE :</b>                                              |          |                     |                     |
| Revenue from Operations                                       | 17       | 78,72,66,630        | 61,52,03,759        |
| Other Income                                                  | 18       | 15,95,376           | 8,33,573            |
| <b>Total Revenue</b>                                          |          | <b>78,88,62,006</b> | <b>61,60,37,332</b> |
| <b>EXPENSES :</b>                                             |          |                     |                     |
| Cost of Materials Consumed                                    | 19       | 24,63,21,774        | 22,19,36,211        |
| Cost of Traded Goods                                          |          | 33,22,80,514        | 18,90,70,680        |
| Changes in Inventories                                        | 20       | (3,39,00,412)       | 6,78,456            |
| Employee Benefit Expenses                                     | 21       | 2,47,25,912         | 1,63,58,564         |
| Finance Costs                                                 | 22       | 1,58,82,326         | 1,44,93,770         |
| Depreciation and Amortization                                 |          | 94,41,632           | 67,21,576           |
| Other Expenses                                                | 23       | 16,05,64,123        | 13,74,46,639        |
| <b>Total Expenses</b>                                         |          | <b>75,53,15,869</b> | <b>58,67,05,896</b> |
| <b>Profit Before Tax</b>                                      |          | <b>3,35,46,137</b>  | <b>2,93,31,436</b>  |
| Less: Prior Period Expenses                                   |          |                     |                     |
| <b>Tax Expenses</b>                                           |          |                     |                     |
| Current Tax                                                   |          | (88,50,000)         | (87,00,000)         |
| Earlier Year Tax                                              |          | (1,20,050)          | (87,730)            |
| Deferred Tax                                                  |          | (71,597)            | 1,68,022            |
|                                                               |          | (90,41,647)         | (86,19,708)         |
| <b>Net Profit for the year</b>                                |          | <b>2,45,04,490</b>  | <b>2,07,11,728</b>  |
| <b>Earnings per Equity Share of Face Value Rs. 10/- share</b> |          |                     |                     |
| Basic Earning Per Share                                       |          | 4.88                | 4.12                |
| Diluted Earning Per Share                                     |          | 4.88                | 4.50                |

The accompanying notes 1 to 23 are an integral part of these financial statements.

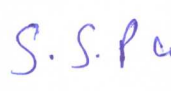
**5 PER OUR REPORT OF EVEN DATE**

**Mr R A MARU & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**R. N. 141914W**

**MEET ANIL MARU**  
**PROPRIETOR**  
**NO. 166417**  
**DIN: 20166417AAAAAL9657**

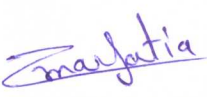
**For TEMBO GLOBAL INDUSTRIES LIMITED**

  
**(SANJAY PATEL)**  
**MANAGING DIRECTOR**  
**DIN: 01958033**

  
**(SMITA PATEL)**  
**DIRECTOR**  
**DIN: 00348305**



  
**(SHABBIR MERCHANT)**  
**CHIEF FINANCIAL OFFICER**

  
**(TASNEEM MARFATIA)**  
**COMPANY SECRETARY**  
**& COMPLIANCE OFFICER**

Place: Mumbai  
Date: 26.06.2020

**1. Contingent Liabilities not provided for in respect of: (Rs. in Lacs)**

| <b>Sr. No.</b> | <b>Particulars</b>    | <b>2019-2020</b> | <b>2018-2019</b> |
|----------------|-----------------------|------------------|------------------|
| 1.             | Letter of Credit (LC) | 135.05           | 397.87           |
| 2.             | Income Tax matters    | 59.07            | 59.07            |
|                | <b>Total</b>          | <b>135.05</b>    | <b>397.87</b>    |

Estimated amount of Contracts remaining to be executed on account of Capital Account not provided for as on 31.03.2020 is Rs. 2.07 lacs (P.Y.NIL)

- 2.** COVID-19 has caused significant disruptions to the business across India. The management has considered the possible effects, if any, that may impact the carrying amount of inventories, receivables, tangible & intangible assets. In making the assumptions and estimates relating to the uncertainties as at the balance sheet in relation to the recoverable amounts, the management has considered subsequent events, internal and external information and evaluated economic conditions prevailing as at the date of approval of these financial results. The management expects no impairment to the carrying value of these assets. The management will continue to closely monitor any changes to future economic conditions and assess its impact on operations.
- 3.** In the opinion of the Board of Directors of the Company, the current assets, loans and advances are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business.
- 4.** According to The Management of the company has certified that, none of the employees have put in the required number of years of service to be eligible for Gratuity and accordingly the provisions of The Gratuity Act, 1971 & Accounting Standard -15 (AS-15) notified by The Institute of Chartered Accountants of India are not applicable to the company

**5. Segment Reporting:**

The Company is having two business Segments viz, Manufacturing of Pipe Hangers and Trading of Fabric:

(Rs. In Lacs)

| Particulars           | Manufacturing Division |          | Trading Division |          | Total for the Year Ended |          |
|-----------------------|------------------------|----------|------------------|----------|--------------------------|----------|
|                       | (Pipe Hangers)         |          | (Fabric)         |          |                          |          |
|                       | 2019-20                | 2018-19  | 2019-20          | 2018-19  | 2019-20                  | 2018-19  |
| Segment Revenue       | 4,539.89               | 4,241.22 | 3,332.77         | 1,910.81 | 7,872.67                 | 6,152.03 |
| Segment Results (P&L) | 156.94                 | 273.20   | 178.52           | 20.11    | 478.03                   | 293.31   |
| Tax Expenses          | 51.14                  | 80.97    | 39.27            | 5.22     | 90.42                    | 86.19    |
| Net Profit / (Loss)   | 156.94                 | 192.23   | 178.52           | 14.89    | 335.46                   | 207.12   |
| Segment Assets        | 3,675.02               | 2799.35  | 1,344.49         | 1,039.12 | 5,091.51                 | 3,838.47 |
| Segment Liabilities   | 2,612.48               | 1679.92  | 317.03           | 283.28   | 2,929.51                 | 1,963.20 |



**6. Related Party Transactions:****a) Subsidiary Companies**

1. Saketh Seven Star Industries Private Limited (W.e.f. 09.10.2019)
2. Tembo LLC (W.e.f. 05.03.2020)\* In the process of Winding up
3. Tembo USA Inc (W.e.f. 13.12.2019)\*

\*No funds for investments have been transferred till the date of report

**b) Associates**

**NIL**

**c) Key Managerial Personnel (KMP)**

Mr. Sanjay Jashbhai Patel – Managing Director  
 Mr. Shabbir Merchant - Chief Financial Officer  
 Mrs. Taruna Patel - Director  
 Mrs. Smita Sanjay Patel – Director  
 Miss. Tasneem Marfatia– Company Secretary & Compliance Officer

**d) Relatives of Key Managerial Personnel**

Mr. Shalin Sanjay Patel – Son of Managing Director  
 Mr. Piyush Patel – Brother of Managing Director

**e) Others**

B.M. Electro Mechanical LLP – Firm of Promoter & CFO

**f) Related Party Transactions**

(Rs. in Lacs)

| Particulars                                     | Director(s)/<br>KMP | Relatives | Others |
|-------------------------------------------------|---------------------|-----------|--------|
| <b><u>Remuneration</u></b>                      |                     |           |        |
| Mr. Sanjay Jashbhai Patel                       | 42.00               | -         | -      |
| Mr. Piyush Patel                                | -                   | 25.98     | -      |
| Mr. Shalin Patel                                | -                   | 25.00     | -      |
|                                                 |                     |           |        |
| <b><u>Interest on Loans</u></b>                 |                     |           |        |
| Mr. Sanjay Jashbhai Patel                       | 3.14                | -         | -      |
| Mrs. Taruna Patel                               | 0.27                | -         | -      |
| Mrs. Smita Patel                                | 0.85                | -         | -      |
|                                                 |                     |           |        |
| <b><u>Job Work &amp; Labour Charges</u></b>     |                     |           |        |
| B.M. Electro Mechanical LLP                     | -                   | -         | 584.78 |
|                                                 |                     |           |        |
| <b><u>Independent Director Sitting Fees</u></b> |                     |           |        |
| Mr. Jasbir Singh Anand                          | 0.10                | -         | -      |
| Mr. Jehan Varaiva                               | 0.075               | -         | -      |
|                                                 |                     |           |        |

**7.** In accordance with Accounting Standards – 22 Accounting for Taxes on Income, issued by ICAI the Company has considered deferred Taxes during the year. The deferred tax Liability for the year 2019-20, amounting to Rs. 71,597/- arising on account of difference in Depreciation and other expenses has been adjusted to the Statement of Profit & Loss in accordance with the provision of AS-22.

8. The Management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard (AS) -28 issued by the Institute of Chartered Accountants of India. Based on the judgment of the Management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.

**9. Earnings Per Share:**

|                                    | 2019-20     | 2018-19     |
|------------------------------------|-------------|-------------|
| Profit after Tax (Rs.)             | 2,45,04,490 | 2,07,11,728 |
| No. of Shares Outstanding          | 50,23,000   | 50,23,000   |
| Basic Earnings per Share (Rs.)     | 4.88        | 4.12        |
| Weighted No. of Shares Outstanding | 50,23,000   | 46,07,644   |
| Diluted Earnings per Share (Rs.)   | 4.88        | 4.50        |

**10. Payment to Auditors:**

| Sr. No. | Particulars  | 2019-20(Rs.)    | 2018-19 (Rs.)   |
|---------|--------------|-----------------|-----------------|
| a.      | Audit Fees   | 200,000         | 100,000         |
|         | <b>Total</b> | <b>2,00,000</b> | <b>1,00,000</b> |

**11. Earnings & Expenditure in Foreign Currency**

|                                        | (Rs.)          | (Rs.)          |
|----------------------------------------|----------------|----------------|
| <b>Earnings in Foreign Currency</b>    | <b>2019-20</b> | <b>2018-19</b> |
| FOB value of Exports                   | 38,72,65,598   | 37,89,54,738   |
| <b>Expenditure in Foreign Currency</b> |                |                |
| CIF Value of Imports                   | 44,33,838      | 57,62,622      |
| Travelling Expenses                    | 62,39,527      | 46,34,266      |
| Commission & Others                    | 85,55,376      | 11,95,163      |

12. Balances for Trade Payables, Trade Receivables, Loans and Advances, Goods and Service Tax are subject to reconciliations and confirmations from the respective parties. In absence of such confirmations, the balances as per books have been relied upon by the auditors.


13. Previous year's figures have been regrouped / recast wherever necessary to correspond with the current year's classification disclosure.

As per our report of even date  
For R A Maru & Associates  
Chartered Accountants  
F. R. N. 141914W

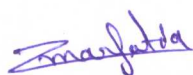
Rumeet Anil Maru  
Proprietor  
M. No. 166417  
UDIN-20160417AAAAAL9657

For and behalf of the Board

  
Sanjay Patel  
Director  
DIN: 01958033

  
Shabbir Merchant  
Chief Financial  
Officer (CFO)

  
Smita Patel  
Director  
DIN: 00348305

  
Tasneem Marfatia  
Compliance Officer &  
Company Secretary

Place: Mumbai  
Date: 26.06.2020



**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)  
CIN: L29253MH2010PLC204331  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2020**

| Particulars                                           | 2019-2020            | 2018-2019            |
|-------------------------------------------------------|----------------------|----------------------|
| <b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>        |                      |                      |
| Net Profit Before Tax and Extraordinary Items         | 3,35,46,137          | 2,93,31,436          |
| Adjustments for -                                     |                      |                      |
| Depreciation                                          | 94,41,632            | 67,21,576            |
| Reserve For Doubtful Debt                             | 46,920               | 18,51,850            |
| Interest Received                                     | (12,75,100)          | (8,30,415)           |
| Finance Cost                                          | 1,58,82,326          | 2,40,95,778          |
| Operating Profit Before Working Capital Changes       | 5,76,41,915          | 2,22,36,781          |
| Adjustments for -                                     |                      |                      |
| Trade Receivables                                     | (3,16,43,217)        | 3,83,10,660          |
| Inventories                                           | (4,86,13,561)        | 17,12,293            |
| Short Term Loans & Advances                           | (1,14,91,289)        | (2,23,67,064)        |
| Other Non Current & Current Assets                    | 20,23,764            | (41,33,281)          |
| Long Term Loans & Advances                            | (1,78,030)           | (6,32,810)           |
| Trade and Other Payables                              | 3,74,19,858          | (1,19,72,518)        |
| Other Current Liabilities                             | 25,54,842            | 13,54,017            |
| Cash Generated From Operations                        | 77,14,282            | 5,38,39,514          |
| Tax Expense                                           | (1,03,12,485)        | (46,73,973)          |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>             | <b>(25,98,203)</b>   | <b>4,91,65,541</b>   |
| <b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>        |                      |                      |
| Purchase of Fixed Assets                              | (2,65,59,343)        | (1,74,33,855)        |
| Investment In Subsidiary                              | (30,00,000)          | -                    |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>          | <b>(2,95,59,343)</b> | <b>(1,74,33,855)</b> |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>        |                      |                      |
| Proceeds (Repayments) from Long Term Borrowings       | 5,94,75,320          | (4,75,26,859)        |
| Proceeds (Repayments) from Short Term Borrowings      | (14,80,571)          | (4,54,51,246)        |
| Dividend Paid                                         | (30,31,833)          | -                    |
| Share Capital Issued                                  | -                    | 1,12,30,000          |
| Securities Premium Received                           | -                    | 6,62,57,000          |
| Interest Received                                     | 12,75,100            | 8,30,415             |
| Finance Cost                                          | (1,58,82,326)        | (1,44,93,770)        |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>          | <b>4,03,55,690</b>   | <b>(2,91,54,460)</b> |
| <b>Net Increase in Cash and Cash Equivalents</b>      | <b>81,98,144</b>     | <b>25,77,226</b>     |
| Cash and cash equivalents as at beginning of the year | 1,45,61,525          | 1,19,84,299          |
| Cash and cash Equivalents as at end of the year       | <b>2,27,59,669</b>   | <b>1,45,61,525</b>   |

**AS PER OUR REPORT OF EVEN DATE**

For **R A MARU & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

F. R. N. 141914W

  
**RUMEET ANIL MARU**


**PROPRIETOR**  
M. NO. 166417  
UDIN: 20166417AAAAAL9657

For **TEMBO GLOBAL INDUSTRIES LIMITED**

  
(**SANJAY PATEL**)  
**MANAGING DIRECTOR**  
DIN: 01958033

  
(**SHABBIR MERCHANT**)  
**CHIEF FINANCIAL OFFICER**

  
(**SMITA PATEL**)  
**DIRECTOR**  
DIN: 00348305

  
(**TASNEEM MARFATIA**)  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



Place: Mumbai  
Date: 26.06.2020

Note No. 2

2.1 Share Capital:

| Particulars                                                                        | 31st March 2020<br>Rs. | 31st March 2019<br>Rs. |
|------------------------------------------------------------------------------------|------------------------|------------------------|
| <b>Authorized</b>                                                                  |                        |                        |
| 55,00,000 Equity Shares of Rs. 10 each (PY 55,00,000 Equity Shares of Rs. 10 each) | 5,50,00,000            | 5,50,00,000            |
|                                                                                    | <u>5,50,00,000</u>     | <u>5,50,00,000</u>     |
| <b>Issued, Subscribed and Paid up</b>                                              |                        |                        |
| 50,23,000 Equity Shares of Rs. 10 each (PY 50,23,000 Equity Shares of Rs. 10 each) | 5,02,30,000            | 5,02,30,000            |
|                                                                                    | <u>5,02,30,000</u>     | <u>5,02,30,000</u>     |

- (a) The company has only one class of shares referred to as Equity shares having a par value of Rs. 10/-. Each holder of Equity shares is entitled to one vote per share.
- (b) In the event of liquidation, the Equity Share Holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

2.2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars                                                                                | Opening Balance          | Fresh Issue              | Bonus | ESOP | Conversion | Buy Back | Right Issue | Closing Balance          |
|--------------------------------------------------------------------------------------------|--------------------------|--------------------------|-------|------|------------|----------|-------------|--------------------------|
| Equity Shares with voting rights<br>Year ended 31st March, 2020<br>No. of Shares<br>Amount | 50,23,000<br>5,02,30,000 |                          |       |      |            |          |             | 50,23,000<br>5,02,30,000 |
| Year ended 31st March, 2019<br>No. of Shares<br>Amount                                     | 39,00,000<br>3,90,00,000 | 11,23,000<br>1,12,30,000 |       |      |            |          |             | 50,23,000<br>5,02,30,000 |

2.3) Details of shares held by each shareholder holding more than 5% shares:

| Name of shareholder | As at 31 March, 2020  |                                   | As at 31 March, 2019  |                                   |
|---------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|                     | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Fatema S. Kachwala  | 16,03,500             | 31.92                             | 16,03,500             | 31.92                             |
| Sanjay J. Patel     | 6,25,875              | 12.46                             | 6,25,875              | 12.46                             |
| Smita S. Patel      | 4,44,375              | 8.84                              | 4,44,375              | 8.84                              |
| Taruna P. Patel     | 5,19,375              | 10.33                             | 5,19,375              | 10.33                             |
| Piyush J. Patel     | 3,11,875              | 6.20                              | 3,11,875              | 6.20                              |

Note No. 3

Reserves and Surplus

| Particulars                                         | 31st March 2020 | 31st March 2019 |
|-----------------------------------------------------|-----------------|-----------------|
|                                                     | Rs.             | -               |
| <b>a. General Reserve</b>                           |                 |                 |
| Balance at the beginning of the year                | -               | -               |
| Add: During the year                                | -               | -               |
| Balance at the end of the year                      | -               | -               |
| <b>b. Securities Premium</b>                        |                 |                 |
| Balance at the beginning of the year                | 6,81,58,000     | 19,01,000       |
| Add: During the year                                | -               | 6,62,57,000     |
| Balance at the end of the year                      | 6,81,58,000     | 6,81,58,000     |
| <b>c. Surplus from Statement of Profit and Loss</b> |                 |                 |
| Balance at the beginning of the year                | 6,91,38,529     | 3,49,85,956     |
| Add: Net Profit for the current year                | 2,45,04,490     | 2,07,11,728     |
| Less Dividend Paid                                  | (30,31,833)     | -               |
| Add: Adjustment of Opening Stock                    | -               | 1,34,40,845     |
| Balance at the end of the year                      | 9,06,11,185     | 6,91,38,529     |
|                                                     | 15,87,69,185    | 13,72,96,529    |

Note No. 4

Long Term Borrowings

| Particulars                                                                                                                                                                                       | 31st March 2020 | 31st March 2019 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|
|                                                                                                                                                                                                   | Rs.             | -               |
| <b><u>Secured Loans</u></b>                                                                                                                                                                       |                 |                 |
| Vehicle Loan                                                                                                                                                                                      | 11,55,813       | 11,47,513       |
| (Secured against Hypothecation of Vehicle)                                                                                                                                                        |                 |                 |
| Term Loan from Bank                                                                                                                                                                               | 1,00,34,843     | 46,16,573       |
| (Hypothecation in favour of SIDBI on all movable assets of borrowers including Movable Plant Machinery, Machinery Spares Tools & Accessories, Office Equipment, Computers, Furniture Fixture etc) |                 |                 |
| Term loan from Financial Institutions                                                                                                                                                             | 1,00,51,889     | 97,94,806       |
| (Secured against Plant & Machinery, Machinery Spares, Tools etc)                                                                                                                                  |                 |                 |
| <b><u>Unsecured Loans</u></b>                                                                                                                                                                     |                 |                 |
| Term Loan from Banks                                                                                                                                                                              | 1,01,54,632     | -               |
| Term Loan from Financial Institution                                                                                                                                                              | 1,70,80,262     |                 |
| Loans from Directors & Related Parties                                                                                                                                                            | -               | 6,52,549        |
|                                                                                                                                                                                                   | 5,44,77,439     | 1,62,11,441     |



Note No. 5

Short Term Borrowings

| Particulars                                                                                              | 31st March 2020 | 31st March 2019 |
|----------------------------------------------------------------------------------------------------------|-----------------|-----------------|
|                                                                                                          | Rs.             | -               |
| <b>Secured Loans</b>                                                                                     |                 |                 |
| Bank Overdraft & Working Capital Finance                                                                 | 8,19,06,598     | 8,33,87,169     |
| (Secured against Movable Property, Stock , Book Debts and Personal Guarantee of Directors and Promoters) |                 |                 |
|                                                                                                          | 8,19,06,598     | 8,33,87,169     |

Note No. 6

Trade Payables

| Particulars                                    | 31st March 2020 | 31st March 2019 |
|------------------------------------------------|-----------------|-----------------|
|                                                | Rs.             | `0.00           |
| Small, Medium and Micro Enterprises            | -               | -               |
| Other than Small, Medium and Micro Enterprises | 11,07,47,934    | 7,33,28,076     |
|                                                | 11,07,47,934    | 7,33,28,076     |

Note No. 7

Other Current Liabilities

| Particulars                              | 31st March 2020 | 31st March 2019 |
|------------------------------------------|-----------------|-----------------|
|                                          | Rs.             | Rs.             |
| Current Maturities of Long Term Debts    | 2,79,57,792     | 67,48,470       |
| Creditors for Expenses                   | 1,11,31,375     | 1,01,82,050     |
| Advances from Customers                  | 33,77,628       | 13,23,758       |
| Statutory Liabilities                    | 6,15,220        | 10,63,573       |
| Provision for Tax (Net of Advance Taxes) | 27,37,730       | 40,76,416       |
|                                          | 4,58,19,745     | 2,33,94,267     |

Note No. 8  
Fixed Assets

| Particulars                         | Gross Block          |                      |            |                       | Accumulated Depreciation |                                          |                          |                       | Net Block             |                      |
|-------------------------------------|----------------------|----------------------|------------|-----------------------|--------------------------|------------------------------------------|--------------------------|-----------------------|-----------------------|----------------------|
|                                     | As at 1st April 2019 | Additions / Transfer | Deductions | As at 31st March 2020 | As at 1st April 2019     | Depreciation / Amortisation for the year | On Disposals / Write Off | As at 31st March 2020 | As at 31st March 2020 | As at 1st April 2019 |
|                                     | Rs.                  | Rs.                  | Rs.        | Rs.                   | Rs.                      | Rs.                                      | Rs.                      | Rs.                   | Rs.                   | Rs.                  |
| <b>Tangible Assets</b>              |                      |                      |            |                       |                          |                                          |                          |                       |                       |                      |
| Land under Lease                    | 1,28,44,550          | -                    | -          | 1,28,44,550           | -                        | -                                        | -                        | -                     | 1,28,44,550           | 1,28,44,550          |
| Buildings                           | 51,70,028            | -                    | -          | 51,70,028             | 16,60,052                | 1,70,936                                 | -                        | 18,30,988             | 33,39,040             | 5,09,976             |
| Plant & Machinery                   | 4,23,57,860          | 1,50,38,977          | -          | 5,73,96,837           | 1,23,86,120              | 63,87,918                                | -                        | 1,87,74,038           | 3,86,22,799           | 2,97,740             |
| Electrical Installations            | 16,13,609            | 2,29,174             | -          | 16,13,609             | 9,33,416                 | 7,98,674                                 | -                        | 9,33,416              | 6,80,193              | 5,80,193             |
| Furnitures & Fixtures               | 95,12,469            | -                    | -          | 97,41,643             | 66,75,648                | -                                        | -                        | 74,74,322             | 22,67,322             | 3,36,821             |
| Air Conditioners                    | 3,65,960             | -                    | -          | 3,65,960              | 2,56,608                 | 8,68,856                                 | -                        | 2,56,608              | 1,09,352              | 1,09,352             |
| Vehicles                            | 52,69,428            | 70,38,547            | -          | 1,23,07,975           | 31,34,992                | 3,99,316                                 | -                        | 40,03,848             | 83,04,127             | 1,34,436             |
| Office Equipment                    | 1,21,114             | 4,19,134             | -          | 5,40,248              | 1,15,058                 | 6,45,427                                 | -                        | 5,14,374              | 29,621                | 6,056                |
| Computers                           | 22,90,852            | 7,42,520             | -          | 30,33,372             | 18,93,185                | -                                        | -                        | 25,38,612             | 4,94,760              | 3,97,667             |
| <b>Sub-Total (A)</b>                | <b>7,95,45,870</b>   | <b>2,34,68,352</b>   | <b>-</b>   | <b>10,30,14,222</b>   | <b>2,70,55,079</b>       | <b>92,71,127</b>                         | <b>-</b>                 | <b>3,63,26,206</b>    | <b>6,66,91,763</b>    | <b>5,49,07,791</b>   |
| <b>Intangible Assets</b>            |                      |                      |            |                       |                          |                                          |                          |                       |                       |                      |
| Computer Software                   | 7,45,000             | 1,60,500             | -          | 9,05,500              | 1,86,250                 | 1,67,202                                 | -                        | 3,53,452              | 5,52,048              | 5,58,750             |
| Trademark                           | -                    | 97,251               | -          | 97,251                | -                        | 3,304                                    | -                        | 3,304                 | 93,947                | -                    |
| <b>Sub-Total (B)</b>                | <b>7,45,000</b>      | <b>2,57,751</b>      | <b>-</b>   | <b>10,02,751</b>      | <b>1,86,250</b>          | <b>1,70,506</b>                          | <b>-</b>                 | <b>3,56,756</b>       | <b>6,45,995</b>       | <b>5,58,750</b>      |
| <b>Capital Work in Progress (C)</b> |                      |                      |            |                       |                          |                                          |                          |                       |                       |                      |
|                                     | 1,55,414             | 28,33,240            | -          | 29,88,654             | -                        | -                                        | -                        | -                     | 29,88,654             | 1,55,414             |
| <b>Grand Total (A+B+C)</b>          | <b>8,04,46,284</b>   | <b>2,65,59,343</b>   | <b>-</b>   | <b>10,70,05,627</b>   | <b>2,72,41,329</b>       | <b>94,41,633</b>                         | <b>-</b>                 | <b>3,66,82,962</b>    | <b>7,03,26,412</b>    | <b>5,23,04,955</b>   |
| <b>Previous Year</b>                | <b>6,30,12,429</b>   | <b>1,74,33,855</b>   | <b>-</b>   | <b>8,04,46,284</b>    | <b>2,04,41,566</b>       | <b>67,21,572</b>                         | <b>78,191</b>            | <b>2,72,41,329</b>    | <b>5,32,04,955</b>    | <b>4,25,70,863</b>   |

**Note No. 9****Non-Current Investments**

| Particulars                                                                                   | 31st March 2020  | 31st March 2019 |
|-----------------------------------------------------------------------------------------------|------------------|-----------------|
| <b>Investment In Equity Instrument</b>                                                        |                  |                 |
| <b>Investment in Subsidiary (At Cost)</b>                                                     |                  |                 |
| Saketh Seven Star Industries Private Limited<br>(3,00,000 shares of Rs.10 each fully Paid up) | 30,00,000        | -               |
|                                                                                               | <b>30,00,000</b> | <b>-</b>        |

**Note No. 10****Long Term Loans and Advances**

| Particulars            | 31st March 2020  | 31st March 2019  |
|------------------------|------------------|------------------|
|                        | <b>Rs.</b>       | <b>-</b>         |
| Security Deposits      | 18,46,170        | 21,90,090        |
| Advances to Subsidiary | 5,21,950         | -                |
|                        | <b>23,68,120</b> | <b>21,90,090</b> |

**Note No. 11****Other Non-Current Assets**

| Particulars                                             | 31st March 2020  | 31st March 2019  |
|---------------------------------------------------------|------------------|------------------|
|                                                         | <b>Rs.</b>       | <b>-</b>         |
| Preliminary Expenditure (to the extent not Written Off) | 38,82,923        | 51,77,229        |
|                                                         | <b>38,82,923</b> | <b>51,77,229</b> |

**Note No. 12****Inventories**

| Particulars                                                                             | 31st March 2020     | 31st March 2019    |
|-----------------------------------------------------------------------------------------|---------------------|--------------------|
|                                                                                         | <b>Rs.</b>          | <b>-</b>           |
| (As taken valued and certified by the management;<br>valuation as stated in Note No. 1) |                     |                    |
| Raw Materials                                                                           | 2,60,37,508         | 1,13,24,359        |
| Semi Finished Goods                                                                     | 3,25,46,885         | 3,06,96,256        |
| Finished Goods                                                                          | 7,16,03,146         | 3,95,53,362        |
|                                                                                         | <b>13,01,87,538</b> | <b>8,15,73,977</b> |



|                                                                        |             |                 |                 |
|------------------------------------------------------------------------|-------------|-----------------|-----------------|
| <b>Note No. 13</b>                                                     |             |                 |                 |
| <b>Trade Receivables</b>                                               |             |                 |                 |
|                                                                        | Particulars | 31st March 2020 | 31st March 2019 |
|                                                                        |             | Rs.             | -               |
| Unsecured (considered good, unless otherwise stated)                   |             |                 |                 |
| Over six months                                                        |             |                 |                 |
| Others                                                                 |             |                 |                 |
|                                                                        |             | 20,18,85,050    | 17,02,88,753    |
|                                                                        |             | 20,18,85,050    | 17,02,88,753    |
| Less: Provision for doubtful debts                                     |             |                 |                 |
|                                                                        |             | -               | -               |
|                                                                        |             | 20,18,85,050    | 17,02,88,753    |
| <b>Note No. 14</b>                                                     |             |                 |                 |
| <b>Cash and Cash Equivalents</b>                                       |             |                 |                 |
|                                                                        | Particulars | 31st March 2020 | 31st March 2019 |
|                                                                        |             | Rs.             | -               |
| a. Balances with Banks:                                                |             |                 |                 |
| Current Accounts                                                       |             |                 |                 |
| Short Term Deposits                                                    |             |                 |                 |
|                                                                        |             | 53,144          | 3,683           |
|                                                                        |             | 2,25,41,153     | 1,42,54,772     |
|                                                                        |             | 2,25,94,297     | 1,42,58,455     |
| b. Cash on Hand                                                        |             |                 |                 |
|                                                                        |             | 1,65,372        | 3,03,071        |
|                                                                        |             | 2,27,59,669     | 1,45,61,526     |
| <b>Note No. 15</b>                                                     |             |                 |                 |
| <b>Short Term Loans and Advances</b>                                   |             |                 |                 |
|                                                                        | Particulars | 31st March 2020 | 31st March 2019 |
|                                                                        |             | Rs.             | -               |
| Capital Advances                                                       |             |                 |                 |
| Trade Advances to Suppliers*                                           |             |                 |                 |
| Loans and Advances to Staff                                            |             |                 |                 |
| Balances with Revenue Authorities                                      |             |                 |                 |
|                                                                        |             | 8,16,000        | 32,97,178       |
|                                                                        |             | 2,36,61,137     | 1,70,81,485     |
|                                                                        |             | 15,57,629       | 15,23,500       |
|                                                                        |             | 3,86,76,065     | 3,13,17,379     |
|                                                                        |             | 6,47,10,831     | 5,32,19,542     |
| *Trade Advance to Suppliers - Rs. 1,03,00,000/- paid to Related Party. |             |                 |                 |
| <b>Note No. 16</b>                                                     |             |                 |                 |
| <b>Other Current Assets</b>                                            |             |                 |                 |
|                                                                        | Particulars | 31st March 2020 | 31st March 2019 |
|                                                                        |             | Rs.             | Rs.             |
| Prepaid Expenses                                                       |             |                 |                 |
| Other Receivables                                                      |             |                 |                 |
|                                                                        |             | 12,21,012       | 16,02,362       |
|                                                                        |             | 3,96,362        | 7,44,470        |
|                                                                        |             | 16,17,374       | 23,46,832       |



|                                   |              |              |              |              |
|-----------------------------------|--------------|--------------|--------------|--------------|
| Note No. 17                       |              |              |              |              |
| Revenue from Operations           |              |              |              |              |
| Particulars                       | 2019-2020    |              | 2018-2019    |              |
|                                   | Rs.          |              | Rs.          |              |
| <u>Sale of Products</u>           |              |              |              |              |
| <u>Manufacturing Sales</u>        |              |              |              |              |
| Export Sales                      | 38,72,65,598 |              | 37,89,54,738 |              |
| Domestic Sales                    | 3,63,99,377  |              | 1,63,51,099  |              |
| Less: Sales Returns               | -            | 42,36,64,975 | -            | 39,53,05,837 |
| <u>Trading Sales</u>              |              |              |              |              |
| Domestic Sales                    |              | 33,32,77,341 |              | 19,10,81,687 |
| <u>Other Operating Revenue</u>    |              |              |              |              |
| Foreign Currency Fluctuation Gain | 69,80,263    |              | 79,21,225    |              |
| Export Incentives                 | 1,79,76,138  |              | 1,79,17,613  |              |
| Freight Charges                   | 52,23,828    |              | 18,21,567    |              |
| Discount & Rebate                 | 1,44,085     | 3,03,24,314  | 11,55,830    | 2,88,16,235  |
|                                   |              | 78,72,66,630 |              | 61,52,03,759 |

| <b>Note No. 18</b>   |           |                  |           |                 |
|----------------------|-----------|------------------|-----------|-----------------|
| <b>Other Income</b>  |           |                  |           |                 |
| Particulars          | 2019-2020 |                  | 2018-2019 |                 |
|                      | Rs.       |                  | Rs.       |                 |
| Interest Income      |           | 12,75,100        |           | 8,30,415        |
| Miscellaneous Income |           | 3,20,276         |           | 3,158           |
|                      |           | <u>15,95,376</u> |           | <u>8,33,573</u> |

| <b>Note No. 19</b>                |               |                     |               |                     |
|-----------------------------------|---------------|---------------------|---------------|---------------------|
| <b>Cost of Materials Consumed</b> |               |                     |               |                     |
| Particulars                       | 2019-2020     |                     | 2018-2019     |                     |
|                                   | Rs.           |                     | Rs.           |                     |
| Opening Stock                     | 1,13,24,359   |                     | 1,23,58,196   |                     |
| Add: Purchases                    | 26,10,34,923  |                     | 22,09,02,374  |                     |
|                                   | 27,23,59,282  |                     | 23,32,60,570  |                     |
| Less: Closing Stock               | (2,60,37,508) | 24,63,21,774        | (1,13,24,359) | 22,19,36,211        |
|                                   |               | <u>24,63,21,774</u> |               | <u>22,19,36,211</u> |

| Note No. 20            |             |               |             |             |
|------------------------|-------------|---------------|-------------|-------------|
| Changes in Inventories |             |               |             |             |
| Particulars            | 2019-2020   |               | 2018-2019   |             |
|                        | Rs.         |               | Rs.         |             |
| <u>Opening Stock</u>   |             |               |             |             |
| Finished Goods         | 3,95,53,362 |               | 3,00,01,009 |             |
| Work-in-Progress       | 3,06,96,256 | 7,02,49,618   | 4,09,27,065 | 7,09,28,074 |
| <u>Closing Stock</u>   |             |               |             |             |
| Finished Goods         | 7,16,03,146 |               | 3,95,53,362 |             |
| Semi Finished Goods    | 3,25,46,885 | 10,41,50,030  | 3,06,96,256 | 7,02,49,618 |
|                        |             | (3,39,00,412) |             | 6,78,456    |

**Note No. 21****Employee Benefit Expenses**

| Particulars                           | 2019-2020<br>Rs.   | 2018-2019<br>Rs.   |
|---------------------------------------|--------------------|--------------------|
| Salaries, Wages, Allowances and Bonus | 1,86,95,366        | 98,78,326          |
| Director's Remuneration               | 42,00,000          | 60,00,000          |
| Staff Welfare Expenses                | 18,30,546          | 4,80,238           |
|                                       | <b>2,47,25,912</b> | <b>1,63,58,564</b> |

**Note No. 22****Finance Costs**

| Particulars                          | 2019-2020<br>Rs.   | 2018-2019<br>Rs.   |
|--------------------------------------|--------------------|--------------------|
| <b>Interest</b>                      |                    |                    |
| Working Capital Finance & Term Loans | 1,42,57,128        | 1,43,04,772        |
| Other Financial Costs                | 16,25,198          | 1,88,998           |
|                                      | <b>1,58,82,326</b> | <b>1,44,93,770</b> |

**Note No. 23****Other Expenses**

| Particulars                              | 2019-2020<br>Rs. | 2018-2019<br>Rs. |
|------------------------------------------|------------------|------------------|
| <b>Manufacturing Expenses</b>            |                  |                  |
| Power & Fuel                             | 58,84,023        | 41,18,780        |
| Repairs to Machinery                     | 31,14,081        | 73,90,657        |
| Transportation Expenses                  | 1,00,17,710      | 1,22,24,495      |
| Job Work & Labour Charges                | 7,72,10,852      | 5,76,43,798      |
| Other Manufacturing Expenses             | 37,18,607        | 1,13,80,692      |
| <b>Selling and Distribution Expenses</b> |                  |                  |
| Commission                               | 61,67,444        | 21,05,163        |
| Courier, Freight and Insurance           | 1,40,48,033      | 1,24,84,480      |
| <b>Administrative and Other Expenses</b> |                  |                  |
| Travelling Expenses                      | 84,67,037        | 52,50,835        |
| Rent Paid                                | 73,84,440        | 63,77,000        |
| Rates and Taxes                          | 1,42,377         | 1,39,690         |
| Insurance Premium                        | 14,99,759        | 1,33,669         |

**Repairs and Maintenance:**

|                                             |                     |                     |
|---------------------------------------------|---------------------|---------------------|
| Computer                                    | 1,35,789            | 1,39,077            |
| Vehicles                                    | 1,38,941            | 2,21,090            |
| Office Expenses                             | 12,10,382           | 13,65,543           |
| Electricity Expenses                        | 3,40,700            | 3,69,520            |
| Registration Charges                        | 55,622              | 1,91,953            |
| Advertisement and Business Promotion        | 52,19,962           | 40,54,364           |
| Legal and Professional Fees                 | 11,10,536           | 4,20,031            |
| Payments to Auditor                         | 2,00,000            | 1,25,000            |
| Conveyance Charges                          | 3,25,033            | 45,281              |
| Printing & Stationery                       | 10,38,472           | 9,28,628            |
| Telephone Charges                           | 1,15,049            | 1,05,046            |
| Reserve for Doubtful Debts                  | 46,920              | 14,49,595           |
| Bad Debts                                   | 3,24,864            | -                   |
| Bank discount, Commission and Other Charges | 20,28,474           | 25,42,655           |
| Sundry Balance Written Off                  | 42,09,312           | 6,15,595            |
| General expenses                            | 64,09,704           | 56,24,002           |
|                                             | <b>16,05,64,123</b> | <b>13,74,46,639</b> |

**Note (i) Payment to Auditors**

| Particulars          | 2019-20  | 2018-19  |
|----------------------|----------|----------|
| Statutory Audit Fees | 2,00,000 | 1,00,000 |
| Total                | 2,00,000 | 1,00,000 |



**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)  
CIN: L29253MH2010PLC204331  
**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2020**

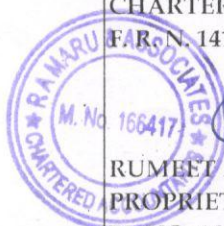
| Particulars                             | Note No. | 31st March 2020 |              |
|-----------------------------------------|----------|-----------------|--------------|
| <b><u>EQUITY AND LIABILITIES ::</u></b> |          |                 |              |
| <b>Shareholders' Funds</b>              |          |                 |              |
| Share Capital                           | 2        | 5,02,30,000     |              |
| Reserves and Surplus                    | 3        | 15,81,62,316    | 20,83,92,316 |
| <b>Non Current Liabilities</b>          |          |                 |              |
| Long Term Borrowings                    | 4        | 5,78,77,439     |              |
| Long Term Provisions                    |          |                 | 5,78,77,439  |
| <b>Current Liabilities</b>              |          |                 |              |
| Short Term Borrowings                   | 5        | 8,19,06,598     |              |
| Trade Payables                          | 6        | 11,09,89,192    |              |
| Other Current Liabilities               | 7        | 4,61,37,947     | 23,90,33,737 |
| Total...                                |          |                 | 50,53,03,492 |
| <b><u>ASSETS ::</u></b>                 |          |                 |              |
| <b>Non-Current Assets</b>               |          |                 |              |
| <u>Fixed Assets</u>                     | 8        |                 |              |
| Tangible Assets                         |          | 6,72,43,814     |              |
| Intangible Assets                       |          | 93,948          |              |
| Capital Work-in-Progress                |          | 58,84,408       | 7,32,22,170  |
| <b>Non Current Investment</b>           |          |                 |              |
| Long Term Loans and Advances            | 9        | 23,63,270       |              |
| Deferred Tax Assets                     |          | 12,12,982       |              |
| Other Non Current Assets                | 10       | 41,49,118       | 77,25,370    |
| <b>Current Assets</b>                   |          |                 |              |
| Inventories                             | 11       | 13,01,87,538    |              |
| Trade Receivables                       | 12       | 20,18,85,050    |              |
| Cash and Cash Equivalents               | 13       | 2,40,58,518     |              |
| Short Term Loans and Advances           | 14       | 6,66,07,474     |              |
| Other Current Assets                    | 15       | 16,17,374       | 42,43,55,954 |
| Total...                                |          |                 | 50,53,03,492 |

The accompanying notes 1 to 22 are an integral part of these financial statements.

**AS PER OUR REPORT OF EVEN DATE**

For R A MARU & ASSOCIATES  
CHARTERED ACCOUNTANTS

FAR N. 141914W



RUMEET ANIL MARU  
PROPRIETOR

M. NO. 166417

UDIN: 20166417AAAAAL9657

Place: Mumbai

Date: 26.06.2020

For TEMBO GLOBAL INDUSTRIES LIMITED

*(Signature)*

(SANJAY PATEL)

MANAGING DIRECTOR

DIN: 01958033

*(Signature)*

(SMITA PATEL)

DIRECTOR

DIN: 00348305

*(Signature)*

(SHABBIR  
MERCHANT)

CHIEF FINANCIAL  
OFFICER

*(Signature)*

(TASNEEM  
MARFATIA)

COMPANY  
SECRETARY  
& COMPLIANCE  
OFFICER



**NOTE: 1****NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020****COMPANY OVERVIEW**

These statements comprise financial statements of Tembo Global Industries Limited (Formerly known as Saketh Exim Limited) (CIN: L29253MH2010PLC204331) ('the company') and its subsidiaries (Jointly referred to as the "Group" herein under) for the period ended March 31, 2020. 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 Group is principally engaged in the activities pertaining manufacture of pipe hangers and trading of fabrics.

The Subsidiaries considered in these consolidated financial Statement are as follows:

| <b>Name of the Company</b>                   | <b>Country of Incorporation</b> | <b>% of Voting Power as at<br/>31<sup>st</sup> March 2020</b> |
|----------------------------------------------|---------------------------------|---------------------------------------------------------------|
| Saketh Seven Star Industries Private Limited | India                           | 100.00                                                        |
| Tembo Global INC                             | USA                             | 100.00                                                        |
| Tembo Global LLC                             | Egypt                           | 67.00                                                         |

**SIGNIFICANT ACCOUNTING POLICIES****I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP') and comply with Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current -non-current classification of assets and liabilities.



## **II. USE OF ESTIMATES:**

The Preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, asset and liabilities and the disclosures of contingent liabilities at the end of reporting period.

## **III. FIXED ASSETS AND DEPRECIATION/ AMORTIZATION**

- (i) Gross Fixed Assets are stated at historical cost of acquisition / construction net of Input Tax Credit under Service Tax, VAT, Goods & Service Tax on capital goods.

Depreciation on tangible assets is provided on Written Down Value Method as specified in Schedule II to The Companies Act, 2013. Intangible Assets are amortized as per AS-26 issued by The Institute of Chartered Accountants of India.

- (ii) Fixed assets are eliminated from financial statements either on disposal or when retired from active use. The retired assets are disposed off or discarded immediately. Profit or loss on disposal of assets is recognized in the statement of profit and loss.
- (iii) Depreciation is provided on pro-rata basis from the day in which assets have been put to use and up to the day on which assets have been used by the company.

## **IV. IMPAIRMENT OF ASSETS:**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.



## **V. FOREIGN CURRENCY TRANSACTIONS:**

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account.

## **VI. REVENUE RECOGNITION:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when the significant risk and reward of ownership of the goods have passed to the buyer which normally coincides with the despatch of goods from the factory of the company. Sales are disclosed net of trade discount, Sales returns.

Revenue in respect of insurance, interest, cash subsidy and other claims is recognized only when it is reasonably certain that the ultimate collection will be made.

Export incentives under the Duty Entitlement Pass Book Scheme, Duty Draw Back Scheme, etc. are accounted in the year of export.

## **VII. OPERATING LEASES:**

Lease arrangements where risk and rewards incidental to ownership of an asset, substantially vests with the Lessor, are classified as operating leases.

Rental expenses on assets obtained under operating lease arrangement are recognized on a straight-line basis over a term of the lease.

## **VIII. INVESTMENTS:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long – term investments. Provisions, if any are made for permanent



diminution in value of investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long – term investments are carried at cost.

**IX. INVENTORIES:**

- i) Raw materials and packing materials are valued at cost or net realizable value net off Input Tax Credit under Goods & Service Tax wherever applicable.
- ii) The finished and trading goods have been valued at cost or net realizable value whichever is less.
- iii) Semi finished goods have been valued at estimated cost, as certified by the management.

**X. BORROWING COSTS:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized, as applicable. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**XI. TAXES ON INCOME:**

Tax expense comprises of Current and Deferred Tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of The Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**XII. EARNINGS PER SHARE:**

Basic Earnings per Share is computed by dividing the net profit attributable to Equity Shareholders for the year, by weighted average number of Equity Shares outstanding during the year. Diluted earning per share is computed using the



weighted average number of Equity and dilutive Equity equivalent share outstanding at year-end.

**XIII. CASH & CASH EQUIVALENTS:**

Cash and Cash Equivalents in the Balance Sheet comprise of cash at bank and in hand and Term deposits with banks with original maturity of 1 year or more.

**XIV. PROVISIONS AND CONTINGENCIES:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

**XV. ACCOUNTING POLICIES:**

Accounting Policies not specifically referred to, are consistent and in consonance with generally accepted accounting principles.

**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)

CIN: L29253MH2010PLC204331

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020**

| Particulars                                                   | Note No. | 31st March 2020     |
|---------------------------------------------------------------|----------|---------------------|
| <b>REVENUE :</b>                                              |          |                     |
| Revenue from Operations                                       | 16       | 78,72,66,630        |
| Other Income                                                  | 17       | 15,95,376           |
| <b>Total Revenue</b>                                          |          | <b>78,88,62,006</b> |
| <b>EXPENSES :</b>                                             |          |                     |
| Cost of Materials Consumed                                    | 18       | 24,63,21,774        |
| Cost of Traded Goods                                          |          | 33,22,80,514        |
| Changes in Inventories                                        | 19       | (3,39,00,412)       |
| Employee Benefit Expenses                                     | 20       | 2,50,17,412         |
| Finance Costs                                                 | 21       | 1,59,58,922         |
| Depreciation and Amortization                                 |          | 94,41,632           |
| Other Expenses                                                | 22       | 16,08,02,896        |
| <b>Total Expenses</b>                                         |          | <b>75,59,22,738</b> |
| <b>Profit Before Tax</b>                                      |          | <b>3,29,39,268</b>  |
| Less: Prior Period Expenses                                   |          |                     |
| <b>Tax Expenses</b>                                           |          |                     |
| Current Tax                                                   |          | (88,50,000)         |
| Earlier Year Tax                                              |          | (1,20,050)          |
| Deferred Tax                                                  |          | (71,597)            |
| <b>Net Profit for the year</b>                                |          | <b>2,38,97,621</b>  |
| <b>Earnings per Equity Share of Face Value Rs. 10/- share</b> |          |                     |
| Basic Earning Per Share                                       |          | 4.76                |
| Diluted Earning Per Share                                     |          | 4.76                |

The accompanying notes 1 to 22 are an integral part of these financial statements.

**AS PER OUR REPORT OF EVEN DATE**

For R A MARU & ASSOCIATES  
CHARTERED ACCOUNTANTS

F. R. N. 141914W

  
RUMEET ANIL MARU

PROPRIETOR


M. NO. 166417

UDIN: 20166417AAAAAL9657

Place: Mumbai

Date: 26.06.2020

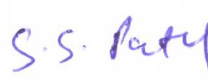
For TEMBO GLOBAL INDUSTRIES LIMITED



(SANJAY PATEL)

MANAGING  
DIRECTOR

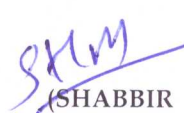
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(SMITA PATEL)

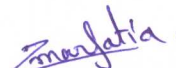
DIRECTOR

DIN: 00348305



(SHABBIR  
MERCHANT)

CHIEF  
FINANCIAL  
OFFICER



(TASNEEM  
MARFATIA)

COMPANY  
SECRETARY

& COMPLIANCE  
OFFICER



## **NOTES TO ACCOUNTS:**

### **1. Contingent Liabilities not provided for in respect of: (Rs. in Lacs)**

| <b>Sr. No.</b> | <b>Particulars</b>    | <b>2019-2020</b> |
|----------------|-----------------------|------------------|
| 1.             | Letter of Credit (LC) | 135.05           |
| 2.             | Income Tax matters    | 59.07            |
|                | <b>Total</b>          | <b>135.05</b>    |

Estimated amount of Contracts remaining to be executed on account of Capital Account not provided for as on 31.03.2020 is Rs. 7.14 lacs

2. COVID-19 has caused significant disruptions to the business across India. The management has considered the possible effects, if any, that may impact the carrying amount of inventories, receivables, tangible & intangible assets. In making the assumptions and estimates relating to the uncertainties as at the balance sheet in relation to the recoverable amounts, the management has considered subsequent events, internal and external information and evaluated economic conditions prevailing as at the date of approval of these financial results. The management expects no impairment to the carrying value of these assets. The management will continue to closely monitor any changes to future economic conditions and assess its impact on operations.
3. In the opinion of the Board of Directors of the Company, the current assets, loans and advances are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business.
4. The Management of the company has certified that none of the employees have put in the required number of years of service to be eligible for Gratuity and accordingly the provisions of The Gratuity Act, 1971 & Accounting Standard -15 (AS-15) notified by The Institute of Chartered Accountants of India does not apply to the company.

### **5. Segment Reporting:**

The Company is having two business Segments viz, Manufacturing of Pipe Hangers and Trading of Fabric:

**(Rs. In Lacs)**

| <b>Particulars</b>    | <b>Manufacturing Division</b> | <b>Trading Division</b> | <b>Total for the Year Ended</b> |
|-----------------------|-------------------------------|-------------------------|---------------------------------|
|                       | <b>(Pipe Hangers)</b>         | <b>(Fabric)</b>         |                                 |
|                       | <b>2019-20</b>                | <b>2019-20</b>          |                                 |
| Segment Revenue       | 4,539.89                      | 3,332.77                | 7,872.67                        |
| Segment Results (P&L) | 150.88                        | 178.52                  | 329.4                           |
| Tax Expenses          | 51.14                         | 39.27                   | 90.42                           |
| Net Profit / (Loss)   | 99.74                         | 139.25                  | 238.98                          |
| Segment Assets        | 3,675.02                      | 1,344.49                | 5,091.51                        |
| Segment Liabilities   | 2,612.48                      | 317.03                  | 2,929.51                        |

### **6. Related Party Transactions:**

#### **a) Subsidiary Companies**

1. Saketh Seven Star Industries Private Limited (W.e.f. 09.10.2019)

2. Tembo LLC (W.e.f. 05.03.2020) \* In the process of Winding up

3. Tembo USA Inc (W.e.f. 13.12.2019) \*

\*No funds for investments have been transferred till the date of report

**b) Associates**

**NIL**

**c) Key Managerial Personnel (KMP)**

Mr. Sanjay Jashbhai Patel – Managing Director

Mr. Shabbir Merchant - Chief Financial Officer

Mrs. Taruna Patel - Director

Mrs. Smita Sanjay Patel – Director

Miss. Tasneem Marfatia– Company Secretary & Compliance Officer

**d) Relatives of Key Managerial Personnel**

Mr. Shalin Sanjay Patel – Son of Managing Director

Mr. Piyush Patel – Brother of Managing Director

**e) Others**

B.M. Electro Mechanical LLP – Firm of Promoter & CFO

**f) Related Party Transactions**

(Rs. in Lacs)

| Particulars                                     | Director(s)/<br>KMP | Relatives | Others |
|-------------------------------------------------|---------------------|-----------|--------|
| <b><u>Remuneration</u></b>                      |                     |           |        |
| Mr. Sanjay Jashbhai Patel                       | 42.00               | -         | -      |
| Mr. Piyush Patel                                | -                   | 25.98     | -      |
| Mr. Shalin Patel                                | 25.00               | -         | -      |
| <b><u>Interest on Loans</u></b>                 |                     |           |        |
| Mr. Sanjay Jashbhai Patel                       | 3.59                | -         | -      |
| Mrs. Taruna Patel                               | 0.27                | -         | -      |
| Mrs. Smita Patel                                | 0.85                | -         | -      |
| Mr. Shalin Patel                                | 0.30                |           |        |
| <b><u>Job Work &amp; Labour Charges</u></b>     |                     |           |        |
| B.M. Electro Mechanical LLP                     | -                   | -         | 584.78 |
| <b><u>Independent Director Sitting Fees</u></b> |                     |           |        |
| Mr. Jasbir Singh Anand                          | 0.10                | -         | -      |
| Mr. Jehan Varaiva                               | 0.075               | -         | -      |

7. In accordance with Accounting Standards – 22 Accounting for Taxes on Income, issued by ICAI the Company has considered deferred Taxes during the year. The deferred tax Liability for the year 2019-20, amounting to Rs. 71,597/- arising on account of difference in Depreciation and other expenses has been adjusted to the Statement of Profit & Loss in accordance with the provision of AS-22.

8. The Management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard (AS) -28 issued by the Institute of Chartered Accountants of



India. Based on the judgment of the Management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.

**9. Earnings Per Share:**

|                                    | (Rs.)<br>2019-20 |
|------------------------------------|------------------|
| Profit after Tax (Rs.)             | 2,38,97,621      |
| No. of Shares Outstanding          | 50,23,000        |
| Basic Earnings per Share (Rs.)     | 4.76             |
| Weighted No. of Shares Outstanding | 50,23,000        |
| Diluted Earnings per Share (Rs.)   | 4.76             |

**10. Payment to Auditors:**

| Sr. No. | Particulars  | 2019-20<br>(Rs.) |
|---------|--------------|------------------|
| a.      | Audit Fees   | 200,000          |
|         | <b>Total</b> | <b>2,00,000</b>  |

**11. Earnings & Expenditure in Foreign Currency**

**Earnings in Foreign Currency**

FOB value of Exports

(Rs.)  
2019-20  
38,72,65,598

**Expenditure in Foreign Currency**

CIF Value of Imports

44,33,838

Travelling Expenses

62,39,527

Commission & Others

85,55,376

**12.** Balances for Trade Payables, Trade Receivables, Loans and Advances, Goods and Service Tax are subject to reconciliations and confirmations from the respective parties. In absence of such confirmations, the balances as per books have been relied upon by the auditors.

**13.** This is the first period of Consolidation and hence previous year figures are not applicable.

As per our report of even date  
For R A Maru & Associates  
Chartered Accountants  
F. R. N. 141914W

Rumeet Anil Maru  
Proprietor

M. No. 166417

UDIN: 20166417AAAAAL9657

For Tembo Global Industries Limited

Sanjay Patel  
Director  
DIN: 01958033

Smita Patel  
Director  
DIN: 00348305

Shabbir Merchant  
Chief Financial  
Officer (CFO)

Tasneem Marfatia  
Compliance Officer &  
Company Secretary

Place: Mumbai  
Date: 26.06.2020



**TEMBO GLOBAL INDUSTRIES LIMITED**  
(Formerly Known as SAKETH EXIM LIMITED)  
CIN: L29253MH2010PLC204331

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH 2020**

| Particulars                                           | 2019-2020     |
|-------------------------------------------------------|---------------|
| <b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>        |               |
| Net Profit Before Tax and Extraordinary Items         | 3,29,39,268   |
| Adjustments for -                                     |               |
| Depreciation                                          | 94,41,632     |
| RDD                                                   | 46,920        |
| Interest Received                                     | (12,75,100)   |
| Finance Cost                                          | 1,59,58,922   |
| Operating Profit Before Working Capital Changes       | 2,41,72,374   |
|                                                       | 5,71,11,642   |
| Adjustments for -                                     |               |
| Trade Receivables                                     | (3,16,43,217) |
| Inventories                                           | (4,86,13,561) |
| Short Term Loans & Advances                           | (1,33,87,932) |
| Other Non Current & Current Assets                    | 17,57,569     |
| Long Term Loans & Advances                            | (1,73,180)    |
| Trade and Other Payables                              | 3,76,61,116   |
| Other Current Liabilities                             | 28,73,044     |
| Cash Generated From Operations                        | (5,15,26,161) |
| Tax Expense                                           | 55,85,481     |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>             | (1,03,12,485) |
|                                                       | (47,27,004)   |
| <b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>        |               |
| Purchase of Fixed Assets                              | (2,94,55,097) |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>          | (2,94,55,097) |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>        |               |
| Proceeds (Repayments) from Long Term Borrowings       | 6,28,75,320   |
| Proceeds (Repayments) from Short Term Borrowings      | (14,80,571)   |
| Dividend Paid                                         | (30,31,833)   |
| Share Capital Issued                                  |               |
| Securities Premium Received                           | -             |
| Interest Received                                     | 12,75,100     |
| Finance Cost                                          | (1,59,58,922) |
|                                                       | 4,36,79,094   |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>          | 4,36,79,094   |
| Net Increase in Cash and Cash Equivalents             | 94,96,992     |
| Cash and cash equivalents as at beginning of the year | 1,45,61,526   |
| Cash and cash Equivalents as at end of the year       | 2,40,58,518   |

**AS PER OUR REPORT OF EVEN DATE**

For R A MARU & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F. R. N. 141914W

RUMEET ANIL MARU

PROPRIETOR

M. NO. 166417

UDIN: 20166417AAAAAL9657

Place: Mumbai

Date: 26.06.2020

For TEMBO GLOBAL INDUSTRIES LIMITED

(SANJAY PATEL)

MANAGING

DIRECTOR

DIN: 01958033

(SHABBIR

MERCHANT)

CHIEF FINANCIAL

OFFICER

(SMITA PATEL)

DIRECTOR

DIN: 00348305

(TASNEEM

MARFATIA)

COMPANY

SECRETARY

& COMPLIANCE

OFFICER



**Note No. 2**

**2.1 Share Capital:**

| Particulars                                                                        | 31st March<br>2020 |
|------------------------------------------------------------------------------------|--------------------|
|                                                                                    | Rs.                |
| <b>Authorised</b>                                                                  |                    |
| 55,00,000 Equity Shares of Rs. 10 each (PY 55,00,000 Equity Shares of Rs. 10 each) | 5,50,00,000        |
|                                                                                    | <u>5,50,00,000</u> |
| <b>Issued, Subscribed and Paid up</b>                                              |                    |
| 50,23,000 Equity Shares of Rs. 10 each (PY 50,23,000 Equity Shares of Rs. 10 each) | 5,02,30,000        |
|                                                                                    | <u>5,02,30,000</u> |

(a) The company has only one class of shares referred to as Equity shares having a par value of Rs. 10/- . Each holder of Equity shares is entitled to one vote per share.

(b) In the event of liquidation, the Equity Share Holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

**2.2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

| Particulars                                                                                | Opening<br>Balance       | Fresh Issue | Bonus | ESOP | Conversion | Buy Back | Right Issue | Closing<br>Balance       |
|--------------------------------------------------------------------------------------------|--------------------------|-------------|-------|------|------------|----------|-------------|--------------------------|
| Equity Shares with voting rights<br>Year ended 31st March, 2020<br>No. of Shares<br>Amount | 50,23,000<br>5,02,30,000 |             |       |      |            |          |             | 50,23,000<br>5,02,30,000 |

**2.3) Details of shares held by each shareholder holding more than 5% shares:**

| Name of shareholder | As at 31 March, 2020                                   |                                         |
|---------------------|--------------------------------------------------------|-----------------------------------------|
|                     | Number of<br>shares held<br>in that class<br>of shares | % holding<br>in that class<br>of shares |
| Fatema S. Kachwala  | 16,03,500                                              | 31.92                                   |
| Sanjay J. Patel     | 6,25,875                                               | 12.46                                   |
| Smriti S. Patel     | 4,44,375                                               | 8.84                                    |
| Iaruna P. Patel     | 5,19,375                                               | 10.33                                   |
| Pivush J. Patel     | 3,11,875                                               | 6.20                                    |

**Note No. 3**  
**Reserves and Surplus**

| Particulars                                         | 31st March<br>2020 |
|-----------------------------------------------------|--------------------|
|                                                     | Rs.                |
| <b>a. Securities Premium</b>                        |                    |
| Balance at the beginning of the year                | 6,81,58,000        |
| Add: During the year                                | -                  |
| Balance at the end of the year                      | 6,81,58,000        |
| <b>b. Surplus from Statement of Profit and Loss</b> |                    |
| Balance at the beginning of the year                | 6,91,38,529        |
| Add: Net Profit for the current year                | 2,38,97,621        |
| Less Dividend Paid                                  | (30,31,833)        |
| Add: Adjustment of Opening Stock                    | -                  |
| Balance at the end of the year                      | 9,00,04,316        |
|                                                     | 15,81,62,316       |

**Note No. 4**  
**Long Term Borrowings**

| Particulars                                                                                                                                                                                                               | 31st March<br>2020 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
|                                                                                                                                                                                                                           | Rs.                |
| <b><u>Secured Loans</u></b>                                                                                                                                                                                               |                    |
| Car Loan<br>(Secured against Hypothecation of Car)                                                                                                                                                                        | 71,55,813          |
| Term Loan from Banks<br>(Hypothecation in favour of SIDBI on all movable assets of borrowers including Movable Plant Machinery, Machinery Spares Tools & Accessories, Office Equipment, Computers, Furniture Fixture etc) | 1,00,34,843        |
| Term loan from other<br>(Secured against Plant & Machinery, Machinery Spares, Tools etc)                                                                                                                                  | 1,00,51,889        |
| <b><u>Unsecured Loans</u></b>                                                                                                                                                                                             |                    |
| Term Loan from Banks                                                                                                                                                                                                      | 1,01,54,632        |
| Term Loan from Financial Institution                                                                                                                                                                                      | 1,70,80,262        |
| Loans from Directors & Related Parties                                                                                                                                                                                    | 34,00,000          |
|                                                                                                                                                                                                                           | 5,78,77,439        |



**Note No. 5****Short Term Borrowings**

| Particulars                                                                                                                                                | 31st March<br>2020 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
|                                                                                                                                                            | Rs.                |
| <b>Secured Loans</b>                                                                                                                                       |                    |
| Bank Overdraft & Working Capital Finance<br>(Secured against Movable Property, Stock & Book<br>Debts and Personal Guarantee of directors and<br>promoters) | 8,19,06,598        |
|                                                                                                                                                            | <u>8,19,06,598</u> |

**Note No. 6****Trade Payables**

| Particulars                                    | 31st March<br>2020  |
|------------------------------------------------|---------------------|
|                                                | Rs.                 |
| Small, Medium and Micro Enterprises            | -                   |
| Other than Small, Medium and Micro Enterprises | 11,09,89,192        |
|                                                | <u>11,09,89,192</u> |

**Note No. 7****Other Current Liabilities**

| Particulars                              | 31st March<br>2020 |
|------------------------------------------|--------------------|
|                                          | Rs.                |
| Current Maturities of Long Term Debts    | 2,79,57,792        |
| Creditors for Expenses                   | 1,14,36,330        |
| Advances from customers                  | 33,77,628          |
| Statutory Liabilities                    | 6,28,467           |
| Provision for Tax (Net of Advance Taxes) | 27,37,730          |
|                                          | <u>4,61,37,947</u> |

**Note No. 8**  
**Fixed Assets**

| Particulars                         | Gross Block          |                      |            |                       | Accumulated Depreciation |                                          |                          |                       | Net Block             |                      |
|-------------------------------------|----------------------|----------------------|------------|-----------------------|--------------------------|------------------------------------------|--------------------------|-----------------------|-----------------------|----------------------|
|                                     | As at 1st April 2019 | Additions / Transfer | Deductions | As at 31st March 2020 | As at 1st April 2019     | Depreciation / Amortisation for the year | On Disposals / Write Off | As at 31st March 2020 | As at 31st March 2020 | As at 1st April 2019 |
|                                     | Rs.                  | Rs.                  | Rs.        | Rs.                   | Rs.                      | Rs.                                      | Rs.                      | Rs.                   | Rs.                   | Rs.                  |
| <b>Tangible Assets</b>              |                      |                      |            |                       |                          |                                          |                          |                       |                       |                      |
| Land under Lease                    | 1,28,44,550          | -                    | -          | 1,28,44,550           | -                        | -                                        | -                        | -                     | 1,28,44,550           | 1,28,44,550          |
| Buildings                           | 51,70,028            | -                    | -          | 51,70,028             | 16,60,052                | 1,70,936                                 | -                        | 18,30,988             | 33,39,040             | 35,09,976            |
| Plant & Machinery                   | 4,23,57,860          | 1,50,38,977          | -          | 5,73,96,837           | 1,23,86,120              | 63,87,918                                | -                        | 1,87,74,038           | 3,86,22,799           | 2,99,71,740          |
| Electrical Installations            | 16,13,609            | -                    | -          | 16,13,609             | 9,33,416                 | 7,98,674                                 | -                        | 9,33,416              | 6,80,193              | 6,80,193             |
| Furnitures & Fixtures               | 95,12,469            | 2,29,174             | -          | 97,41,643             | 66,75,648                | -                                        | -                        | 74,74,322             | 22,67,322             | 28,36,821            |
| Air Conditioners                    | 3,65,960             | -                    | -          | 3,65,960              | 2,56,608                 | 8,68,856                                 | -                        | 2,56,608              | 1,09,352              | 1,09,352             |
| Vehicles                            | 52,69,428            | 70,38,547            | -          | 1,23,07,975           | 31,34,992                | 3,99,316                                 | -                        | 40,03,848             | 83,04,127             | 21,34,436            |
| Office Equipment                    | 1,21,114             | 4,19,134             | -          | 5,40,248              | 1,15,058                 | 6,45,427                                 | -                        | 5,14,374              | 29,621                | 6,056                |
| Computers                           | 22,90,852            | 7,42,520             | -          | 30,33,372             | 18,93,185                | -                                        | -                        | 25,38,612             | 4,94,760              | 3,97,667             |
| <b>Sub-Total (A)</b>                | <b>7,95,45,870</b>   | <b>2,34,68,352</b>   | <b>-</b>   | <b>10,30,14,222</b>   | <b>2,70,55,079</b>       | <b>92,71,127</b>                         | <b>-</b>                 | <b>3,63,26,206</b>    | <b>6,66,91,763</b>    | <b>5,24,90,791</b>   |
| <b>Intangible Assets</b>            |                      |                      |            |                       |                          |                                          |                          |                       |                       |                      |
| Computer Software (B)               | 7,45,000             | 1,60,500             | -          | 9,05,500              | 1,86,250                 | 1,67,202                                 | -                        | 3,53,452              | 5,52,048              | 5,58,750             |
| Trademark                           | -                    | 97,251               | -          | 97,251                | -                        | 3,304                                    | -                        | 3,304                 | 93,947                | -                    |
| <b>Capital Work in Progress (C)</b> | <b>1,55,414</b>      | <b>57,28,994</b>     | <b>-</b>   | <b>58,84,408</b>      | <b>-</b>                 | <b>-</b>                                 | <b>-</b>                 | <b>-</b>              | <b>58,84,408</b>      | <b>1,55,414</b>      |
| <b>Grand Total (A+B+C)</b>          | <b>8,04,46,284</b>   | <b>2,93,57,846</b>   | <b>-</b>   | <b>10,98,04,130</b>   | <b>2,72,41,329</b>       | <b>94,41,633</b>                         | <b>-</b>                 | <b>3,66,79,658</b>    | <b>7,32,22,170</b>    | <b>5,32,04,955</b>   |
| <b>Previous Year</b>                | <b>6,30,12,429</b>   | <b>1,74,33,855</b>   | <b>-</b>   | <b>8,04,46,284</b>    | <b>2,04,41,566</b>       | <b>67,21,572</b>                         | <b>78,191</b>            | <b>2,72,41,329</b>    | <b>5,32,04,955</b>    | <b>4,25,70,863</b>   |



|                                                                                      |                 |
|--------------------------------------------------------------------------------------|-----------------|
| Note No. 9                                                                           |                 |
| Long Term Loans and Advances                                                         |                 |
| Particulars                                                                          | 31st March 2020 |
|                                                                                      | Rs.             |
| Security Deposits                                                                    | 23,63,270       |
|                                                                                      | 23,63,270       |
| Note No. 10                                                                          |                 |
| Other Non-Current Assets                                                             |                 |
| Particulars                                                                          | 31st March 2020 |
|                                                                                      | Rs.             |
| Preliminary Expenditure (to the extent not Written Off)                              | 41,49,118       |
|                                                                                      | 41,49,118       |
| Note No. 11                                                                          |                 |
| Inventories                                                                          |                 |
| Particulars                                                                          | 31st March 2020 |
|                                                                                      | Rs.             |
| (As taken valued and certified by the management; valuation as stated in Note No. 1) |                 |
| Raw Materials                                                                        | 2,60,37,508     |
| Semi Finished Goods                                                                  | 3,25,46,885     |
| Finished Goods                                                                       | 7,16,03,146     |
|                                                                                      | 13,01,87,538    |



**Note No. 12****Trade Receivables**

| Particulars                                                 | 31st March 2020 |
|-------------------------------------------------------------|-----------------|
|                                                             | Rs.             |
| <u>Unsecured (considered good, unless otherwise stated)</u> |                 |
| Over six months                                             |                 |
| Others                                                      | 20,18,85,050    |
|                                                             | 20,18,85,050    |
| Less: Provision for doubtful debts                          |                 |
|                                                             | 20,18,85,050    |

**Note No. 13****Cash and Cash Equivalents**

| Particulars             | 31st March 2020 |
|-------------------------|-----------------|
|                         | Rs.             |
| a. Balances with Banks: |                 |
| Current Accounts        | 12,84,443       |
| Short Term Deposits     | 2,25,41,153     |
|                         | 2,38,25,596     |
| b. Cash on Hand         | 2,32,922        |
|                         | 2,40,58,518     |

**Note No. 14****Short Term Loans and Advances**

| Particulars                       | 31st March 2020 |
|-----------------------------------|-----------------|
|                                   | Rs.             |
| Capital Advances                  | 20,35,789       |
| Trade Advances to Suppliers*      | 2,38,09,311     |
| Loans and Advances to Staff       | 15,57,629       |
| Balances with Revenue Authorities | 3,92,04,745     |
|                                   | 6,66,07,474     |

\*Trade Advance to Suppliers - Rs. 1,03,00,000/- paid to Related Party.

**Note No. 15****Other Current Assets**

| Particulars       | 31st March 2020 |
|-------------------|-----------------|
|                   | Rs.             |
| Other Receivables | 3,96,362        |
| Prepaid expenses  | 12,21,012       |
|                   | 16,17,374       |

**Note No. 16****Revenue from Operations**

| Particulars                           | 2019-2020    |                     |
|---------------------------------------|--------------|---------------------|
|                                       | Rs.          |                     |
| <b><u>Sale of Products</u></b>        |              |                     |
| <b><u>Manufacturing Sales</u></b>     |              |                     |
| Export Sales                          | 38,72,65,598 |                     |
| Domestic Sales                        | 3,63,99,377  |                     |
| Less: Sales Returns                   | -            | 42,36,64,975        |
| <b><u>Trading Sales</u></b>           |              |                     |
| Domestic Sales                        |              | 33,32,77,341        |
| <b><u>Other Operating Revenue</u></b> |              |                     |
| Foreign Currency Fluctuation Gain     | 69,80,263    |                     |
| Export Incentives                     | 1,79,76,138  |                     |
| Freight Charges                       | 52,23,828    |                     |
| Other Operational Income              | 1,44,085     |                     |
|                                       |              | 3,03,24,314         |
|                                       |              | <b>78,72,66,630</b> |

**Note No. 17****Other Income**

| Particulars          | 2019-2020 |                  |
|----------------------|-----------|------------------|
|                      | Rs.       |                  |
| Interest Receipts    |           | 12,75,100        |
| Miscellaneous Income |           | 3,20,276         |
|                      |           | <b>15,95,376</b> |

**Note No. 18****Cost of Materials Consumed**

| Particulars          | 2019-2020     |                     |
|----------------------|---------------|---------------------|
|                      | Rs.           |                     |
| Opening Stock        | 1,13,24,359   |                     |
| Add: Purchases       | 26,10,34,923  |                     |
|                      | 27,23,59,282  |                     |
| Less : Closing Stock | (2,60,37,508) | 24,63,21,774        |
|                      |               | <b>24,63,21,774</b> |

**Note No. 19****Changes in Inventories**

| Particulars                 | 2019-2020   |                      |
|-----------------------------|-------------|----------------------|
|                             | Rs.         |                      |
| <b><u>Opening Stock</u></b> |             |                      |
| Finished Goods              | 3,95,53,362 |                      |
| Work-in-Progress            | 3,06,96,256 | 7,02,49,618          |
| <b><u>Closing Stock</u></b> |             |                      |
| Finished Goods              | 7,16,03,146 |                      |
| Semi Finished Goods         | 3,25,46,885 | 10,41,50,030         |
|                             |             | <b>(3,39,00,412)</b> |



| <b>Note No. 20</b>                       |                    |
|------------------------------------------|--------------------|
| <b>Employee Benefit Expenses</b>         |                    |
| Particulars                              | 2019-2020<br>Rs.   |
| Salaries, Wages, Allowances and Bonus    | 1,89,86,866        |
| Director's Remuneration                  | 42,00,000          |
| Staff Welfare Expenses                   | 18,30,546          |
|                                          | <u>2,50,17,412</u> |
| <b>Note No. 21</b>                       |                    |
| <b>Finance Costs</b>                     |                    |
| Particulars                              | 2019-2020<br>Rs.   |
| <u>Interest</u>                          |                    |
| Working Capital Finance & Term Loans     | 1,42,57,128        |
| Other Financial Costs                    | 17,01,794          |
|                                          | <u>1,59,58,922</u> |
| <b>Note No. 22</b>                       |                    |
| <b>Other Expenses</b>                    |                    |
| Particulars                              | 2019-2020<br>Rs.   |
| <u>Manufacturing Expenses</u>            |                    |
| Power & Fuel                             | 58,95,303          |
| Repairs to Machinery                     | 31,45,522          |
| Packing Materials and Charges            | 6,940              |
| Transportation Expenses                  | 1,00,24,710        |
| Job Work & Labour Charges                | 7,72,10,852        |
| Other Manufacturing Expenses             | 37,11,667          |
| <u>Selling and Distribution Expenses</u> |                    |
| Commission                               | 61,67,444          |
| Courier, Freight and Insurance           | 1,40,48,033        |
| <u>Administrative and Other Expenses</u> |                    |
| Travelling Expenses                      | 84,67,037          |
| Rent Paid                                | 74,68,440          |
| Rates and Taxes                          | 1,42,377           |
| Insurance Premium                        | 15,10,946          |

|                                             |                     |
|---------------------------------------------|---------------------|
| <b>Repairs and Maintenance:</b>             |                     |
| Computer                                    | 1,35,789            |
| Vehicles                                    | 1,38,941            |
| Office Expenses                             | 12,10,382           |
| Electricity Expenses                        | 3,40,700            |
| Registration Charges                        | 55,622              |
| Advertisement and Business Promotion        | 52,19,962           |
| Legal and Professional Fees                 | 11,55,536           |
| Payments to Auditor                         | 2,00,000            |
| Conveyance Expenses                         | 3,25,033            |
| Printing & Stationery Expenses              | 10,38,472           |
| Telephone Expenses                          | 1,15,049            |
| RDD                                         | 46,920              |
| Bad Debts                                   | 3,24,864            |
| Bank discount, Commission and Other Charges | 20,28,474           |
| Sundry Balance Written Off                  | 42,58,222           |
| General expenses                            | 64,09,659           |
|                                             | <u>16,08,02,896</u> |
| Note (i) Payment to Auditors                |                     |
| <b>Particulars</b>                          | <b>2019-20</b>      |
| Statutory Audit Fees                        | 2,00,000            |
| <b>Total</b>                                | <b>2,00,000</b>     |



**SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**  
CIN:U27300MH2019PTC331404  
**BALANCE SHEET AS AT 31 MARCH 2020**

(Amount in Rs.)

|           | Particulars                         | Note No. | As at 31/03/2020 (Rs.) |
|-----------|-------------------------------------|----------|------------------------|
| <b>I</b>  | <b>EQUITY AND LIABILITIES</b>       |          |                        |
| <b>1</b>  | <b>Shareholders' Funds</b>          |          |                        |
|           | (a) Share Capital                   | 2        | 30,00,000              |
|           | (b) Reserves and Surplus            | 3        | -6,06,869              |
|           |                                     |          | 23,93,131              |
| <b>2</b>  | <b>Current Liabilities</b>          |          |                        |
|           | (a) Trade Payables                  | 4        | 2,41,258               |
|           | (b) Short Term Borrowings           | 5        | 39,21,950              |
|           | (c) Other Current Liabilities       | 6        | 2,47,247               |
|           |                                     |          | 44,10,455              |
|           |                                     |          |                        |
|           | Total                               |          | 68,03,586              |
| <b>II</b> | <b>ASSETS</b>                       |          |                        |
| <b>1</b>  | <b>Non-Current Assets</b>           |          |                        |
|           | (a) Fixed assets                    |          |                        |
|           | (i) Tangible Assets                 |          |                        |
|           | (ia) Capital Work-in-Progress       |          | 28,81,154              |
|           | (ii) Intangible Assets              |          |                        |
|           | (iia) Intangibles Under Development |          | 14,600                 |
|           | (b) Long Term Loans & Advances      | 7        | 5,17,100               |
|           |                                     |          | 34,12,854              |
| <b>2</b>  | <b>Current Assets</b>               |          |                        |
|           | (a) Cash and Bank Balances          | 8        | 12,98,849              |
|           | (b) Short Term Loans and Advances   | 9        | 18,96,243              |
|           | (c) Other Current Assets            | 10       | 1,95,640               |
|           |                                     |          | 33,90,732              |
|           |                                     |          |                        |
|           | Total                               |          | 68,03,586              |

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For R. A. Kuvadia & Co.  
Chartered Accountants  
F.R.N.: 105487W

R. A. Kuvadia  
Proprietor  
M. No. 040087  
UDIN: 20040087AAAAFD2570

Place: Mumbai  
Date: 25.06.2020

For Saketh Seven Star Industries  
Private Limited

(Sanjay Patel)  
Director  
DIN:01958033

(Shalin Patel)  
Director  
DIN:08579599



**SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**  
CIN:U27300MH2019PTC331404  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31 MARCH 2020**

|     | Particulars                           | Note | 2019-2020<br>(Rs.) |
|-----|---------------------------------------|------|--------------------|
| I   | Revenue from operations               |      | -                  |
| II  | Other income                          |      | -                  |
| III | Total revenue                         |      | -                  |
| IV  | Expenses:                             |      |                    |
|     | Employee benefits expense             | 11   | 2,91,500           |
|     | Finance costs                         | 12   | 75,000             |
|     | Depreciation and amortisation expense |      | -                  |
|     | Other expenses                        | 13   | 2,40,369           |
|     | Total expenses                        |      | 6,06,869           |
| V   | Profit / (loss) before tax            |      | (6,06,869)         |
| VI  | Tax Expense                           |      |                    |
|     | Current Tax                           |      | -                  |
|     | Deferred Tax                          |      | -                  |
| VII | Profit / (loss) after tax             |      | (6,06,869)         |
|     | Earnings per equity share:            |      |                    |
|     | Basic                                 |      | (2.02)             |
|     | Diluted                               |      | (7.17)             |
|     | Nominal value of equity share         |      | 10.00              |

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For R. A. Kuvadia & Co.  
Chartered Accountants  
F.R.N.: 105487W

R. A. Kuvadia  
Proprietor  
M. No. 040087  
UDIN: 20040087AAAAFD2570

Place: Mumbai  
Date: 25.06.2020

For Saketh Seven Star Industries  
Private Limited

(Sanjay Patel)  
Director  
DIN:01958033

(Shalin Patel)  
Director  
DIN:08579599





**SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**  
CIN:U27300MH2019PTC331404  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 2020**

|           | Particulars                                                    | Current Year |             |
|-----------|----------------------------------------------------------------|--------------|-------------|
|           |                                                                | Rs.          | Rs.         |
| <b>A.</b> | <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                     |              |             |
|           | Net Profit/(loss) before tax                                   |              | (6,06,869)  |
|           | Adjustments for:                                               |              |             |
|           | Interest expense                                               | 75,000       |             |
|           | Depreciation and amortisation expense                          | -            |             |
|           | Interest income                                                | -            |             |
|           |                                                                |              | 75,000      |
|           | Operating profit/(loss) before working capital changes         |              | (5,31,869)  |
|           | Adjustments for:                                               |              |             |
|           | Trade and other receivables                                    | (26,08,983)  |             |
|           | Trade payables and other liabilities                           | 4,88,505     |             |
|           |                                                                |              | (21,20,478) |
|           | Cash generated from operations                                 |              | (26,52,347) |
|           | Taxes paid / (refund received)                                 |              | -           |
|           | Net cash from operating activities                             |              | (26,52,347) |
| <b>B.</b> | <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                     |              |             |
|           | Purchases of fixed assets (including capital work-in-progress) |              | (28,95,754) |
|           | Interest received                                              |              | -           |
|           | Net cash used in investing activities                          |              | (28,95,754) |
| <b>C.</b> | <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                     |              |             |
|           | Share Capital                                                  |              | 30,00,000   |
|           | Proceeds (repayment ) of borrowings                            |              | 39,21,950   |
|           | Interest paid                                                  |              | (75,000)    |
|           | Net cash from / (used) in financing activities                 |              | 68,46,950   |
|           | Net increase/(decrease) in cash and cash equivalents (A+B+C)   |              | 12,98,849   |
|           | Cash and cash equivalent at beginning of year                  |              | -           |
|           | Cash and cash equivalent at end of year                        |              | 12,98,849   |
|           | Net increase/(decrease) as disclosed above                     |              | 12,98,849   |

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For R. A. Kuvadia & Co.  
Chartered Accountants  
F.R.N.: 105487/W

R. A. Kuvadia  
Proprietor  
M. No. 040087  
UDIN:20040087AAAAFD2570

Place: Mumbai  
Date: 25.06.2020

For Saketh Seven Star  
Industries Private Limited

(Sanjay Patel) (Shalin Patel)  
Director Director  
DIN:01958033 DIN:08579599



**SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2020**

**2 SHARE CAPITAL**

| Particulars                                                                       | As at<br>31/03/2020<br>Rs. |
|-----------------------------------------------------------------------------------|----------------------------|
| <b>Authorised:</b><br>20,00,000 Equity Shares of Rs. 10 each                      | 2,00,00,000                |
|                                                                                   | 2,00,00,000                |
| <b>Issued, subscribed and fully paid-up:</b><br>3,00,000 Equity shares of 10 each | 30,00,000                  |
|                                                                                   | 30,00,000                  |

- a) Details of reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting year:

| Particulars                              | As at 31/03/2020 |           |
|------------------------------------------|------------------|-----------|
|                                          | Number           | Rs.       |
| Outstanding at the beginning of the year | -                | -         |
| Issued during the year                   | 3,00,000         | 30,00,000 |
| Outstanding at the end of the year       | 3,00,000         | 30,00,000 |

- b) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- c) Details of shareholder holding more than 5% shares in the Company:

| Name of Shareholder             | As at 31/03/2020 |              |
|---------------------------------|------------------|--------------|
|                                 | No. of shares    | % of Holding |
| Tembo Global Industries Limited | 3,00,000         | 100          |



**SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2020**

**3 RESERVES AND SURPLUS**

| Particulars                                              | As at<br>31/03/2020<br>(Rs.) |
|----------------------------------------------------------|------------------------------|
| <b>Surplus/(Deficit) in statement of profit and loss</b> |                              |
| Opening balance                                          | -                            |
| Add: Profit / (loss) for the year                        | (6,06,869)                   |
| <b>Closing Balance</b>                                   | (6,06,869)                   |
| <b>Total</b>                                             | (6,06,869)                   |

**4 TRADE PAYABLES**

| Particulars    | As at<br>31/03/2020<br>(Rs.) |
|----------------|------------------------------|
| Trade payables | 2,41,258                     |
|                | 2,41,258                     |

The Company has not received any information from its suppliers regarding registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence the information required to be given in accordance with Section 22 of the said Act, is not

**5 SHORT TERM BORROWINGS**

| Particulars                                 | As at<br>31/03/2020<br>(Rs.) |
|---------------------------------------------|------------------------------|
| <b><u>Borrowings From Related Party</u></b> |                              |
| - From Directors                            | 34,00,000                    |
| - Inter Corporate Borrowings                | 5,21,950                     |
|                                             | 39,21,950                    |

**6 OTHER CURRENT LIABILITIES**

| Particulars            | As at<br>31/03/2020<br>(Rs.) |
|------------------------|------------------------------|
| Creditors For Expenses | 2,34,400                     |
| Statutory Liabilities  | 12,847                       |
|                        | 2,47,247                     |

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2020

6 Long Term Loans & Advances

| Particulars       | As at<br>31/03/2020<br>(Rs.) |
|-------------------|------------------------------|
| Security Deposits | 5,17,100                     |
|                   | 5,17,100                     |

7 TRADE RECEIVABLES

| Particulars                                                                                | As at<br>31/03/2020<br>(Rs.) |
|--------------------------------------------------------------------------------------------|------------------------------|
| Debts outstanding for a period exceeding six months from the date they are due for payment | -                            |
| Others debts                                                                               | -                            |
|                                                                                            | -                            |

8 CASH AND BANK BALANCES

| Particulars                         | As at<br>31/03/2020<br>(Rs.) |
|-------------------------------------|------------------------------|
| <b>Cash and cash equivalents:</b>   |                              |
| - Bank balances in current accounts | 12,31,299                    |
| - Cash on hand                      | 67,550                       |
|                                     | 12,98,849                    |

9 SHORT TERM LOANS AND ADVANCES

| Particulars                       | As at<br>31/03/2020<br>(Rs.) |
|-----------------------------------|------------------------------|
| Balances with Revenue Authorities | 5,28,280                     |
| Advances to suppliers             | 13,67,963                    |
|                                   | 18,96,243                    |

10 OTHER CURRENT ASSETS

| Particulars                                          | As at<br>31/03/2020<br>(Rs.) |
|------------------------------------------------------|------------------------------|
| Preliminary Expenses (to the extent not Written off) | 1,95,640                     |
|                                                      | 1,95,640                     |



**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2020**

**11 EMPLOYEE BENEFITS EXPENSE**

| Particulars                    | 2019-2020<br>(Rs.) |
|--------------------------------|--------------------|
| Salaries, bonus and allowances | 2,91,500           |
|                                | <u>2,91,500</u>    |

**12 Finance costs**

| Particulars       | 2019-2020<br>(Rs.) |
|-------------------|--------------------|
| Interest on Loans | 75,000             |
| Total             | <u>75,000</u>      |

**13 OTHER EXPENSES**

| Particulars                      | 2019-2020<br>(Rs.) |
|----------------------------------|--------------------|
| Audit Fees                       | 20,000             |
| Professional Fees                | 25,000             |
| Repairs and maintenance          | 31,441             |
| Rent                             | 84,000             |
| Travelling and conveyance        | 7,000              |
| Preliminary Expenses Written off | 48,910             |
| Miscellaneous Expenses           | 24,018             |
|                                  | <u>2,40,369</u>    |

**Payment to Auditor**

| Particulars | 2019-2020 (Rs.) |
|-------------|-----------------|
| Audit Fees  | 20,000          |

## **SAKETH SEVEN STAR INDUSTRIES PRIVATE LIMITED**

### **NOTE: 1**

#### **NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH, 2020**

##### **CORPORATE INFORMATION**

These statements comprise financial statements of Saketh Seven Star Industries Private Limited (CIN: U27300MH2019PTC331404) ('the company') for the period ended March 31, 2020. The company is a private company domiciled in India and is incorporated on 09.10.2019 under the provisions of the Companies Act 2013 applicable in India. The Registered Office of the company is situated at D-146/147, MIDC TTC Indl, Estate, Opp Balmer Lawrie, Vanleer, Turbhe, Navi Mumbai 400703

The Company is engaged principally in the business of casting of metals.

##### **SIGNIFICANT ACCOUNTING POLICIES**

###### **I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

These financial statements have been prepared and presented under the historical cost conversion, on the accrual basis of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP') and comply with Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current –non-current classification of assets and liabilities.

###### **II. USE OF ESTIMATES:**

The Preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, asset and liabilities and the disclosures of contingent liabilities at the end of reporting period.



### **III. FIXED ASSETS AND DEPRECIATION/ AMORTIZATION**

- (i) Gross Fixed Assets will be stated at historical cost of acquisition / construction net of Input Tax Credit under Goods and Service Tax Act on capital goods.

Depreciation on tangible assets will be provided on Written Down value Method as specified in Schedule II to The Companies Act, 2013. Intangible Assets will be amortized as per AS-26 issued by The Institute of Chartered Accountants of India.

- (ii) Fixed assets will be eliminated from financial statements either on disposal or when retired from active use. The retired assets are disposed off or discarded immediately. Profit or loss on disposal of assets is recognized in the statement of profit and loss.
- (iii) Depreciation will be provided on pro-rata basis from the day in which assets have been put to use and up to the day on which assets have been used by the company.

### **IV. IMPAIRMENT OF ASSETS:**

The Company shall assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

### **V. FOREIGN CURRENCY TRANSACTIONS:**

- a) Transactions denominated in foreign currencies will be recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the

premium paid on forward contracts is recognized over the life of the contract.

- c) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account.

#### **VI. REVENUE RECOGNITION:**

Revenue will be recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when the significant risk and reward of ownership of the goods have passed to the buyer which normally coincides with the despatch of goods from the factory of the company. Sales are disclosed net of trade discount, Sales returns.

Revenue in respect of insurance, interest, cash subsidy and other claims is recognized only when it is reasonably certain that the ultimate collection will be made.

Export incentives under the Duty Entitlement Pass Book Scheme, Duty Draw Back Scheme, etc. are accounted in the year of export.

#### **VII. OPERATING LEASES:**

Lease arrangements where risk and rewards incidental to ownership of an asset, substantially vests with the Lessor, are classified as operating leases.

Rental expenses on assets obtained under operating lease arrangement are recognized on a straight line basis over a term of the lease.

#### **VIII. INVESTMENTS:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long – term investments. Provisions, if any are made for permanent diminution in value of investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long – term investments are carried at cost.

#### **IX. INVENTORIES:**

- i) Raw materials and packing materials will be valued at landed cost determined on FIFO Basis net off Input Tax Credit under Goods and Service Tax Act wherever applicable.



- ii) The finished and trading goods have been valued at cost or net realizable value whichever is less.
- iii) Semi finished goods have been valued at estimated cost, as certified by the management.

**X. BORROWING COSTS:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized, as applicable. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**XI. TAXES ON INCOME:**

Tax expense comprises of Current and Deferred Tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of The Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**XII. EARNINGS PER SHARE:**

Basic Earnings per Share is computed by dividing the net profit attributable to Equity Shareholders for the year, by weighted average number of Equity Shares outstanding during the year. Diluted earning per share is computed using the weighted average number of Equity and dilutive Equity equivalent share outstanding at year-end.

**XIII. CASH & CASH EQUIVALENTS:**

Cash and Cash Equivalents in the Balance Sheet comprise of cash at bank and in hand and Term deposits with banks with original maturity of 1 year or more.

**XIV. PROVISIONS AND CONTINGENCIES:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

**XV. ACCOUNTING POLICIES:**

Accounting Policies not specifically referred to, are consistent and in consonance with generally accepted accounting principles.



## NOTES TO ACCOUNTS:

1. Estimated amount of Contracts remaining to be executed on account of Capital Account not provided for as on 31.03.2020 is Rs. 5.07 lacs
2. COVID-19 has caused significant disruptions to the business across India. The management has considered the possible effects, if any, that may impact the carrying amount of inventories, receivables, tangible & intangible assets. In making the assumptions and estimates relating to the uncertainties as at the balance sheet in relation to the recoverable amounts, the management has considered subsequent events, internal and external information and evaluated economic conditions prevailing as at the date of approval of these financial results. The management expects no impairment to the carrying value of these assets. The management will continue to closely monitor any changes to future economic conditions and assess its impact on operations.
3. In the opinion of the Board of Directors of the Company, the current assets, loans and advances are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business.

#### 4. Related Party Transactions:

##### a) Holding Company

Tembo Global Industries Limited (Formerly Known as Saketh Exim Limited)

##### b) Key Managerial Personnel (KMP) exercising Significant Control Over the Enterprise:

Mr. Sanjay Jashbhai Patel – Director

Mr. Shalin Sanjay Patel – Director

##### c) Related Party Transactions

(Rs. in Lacs)

| Particulars                     | Director(s)/<br>KMP | Relatives | Others |
|---------------------------------|---------------------|-----------|--------|
| <b><u>Interest on Loans</u></b> |                     |           |        |
| Mr. Sanjay Jashbhai Patel       | 0.45                | -         | -      |
| Mr. Shalin Patel                | 0.30                |           |        |

#### 5. Earnings Per Share:

2019-20

|                                    |            |
|------------------------------------|------------|
| Profit/(Loss) after Tax (Rs.)      | (6,06,869) |
| No. of Shares Outstanding          | 3,00,000   |
| Basic Earnings per Share (Rs.)     | (2.02)     |
| Weighted No. of Shares Outstanding | 84,603     |
| Diluted Earnings per Share (Rs.)   | (7.17)     |

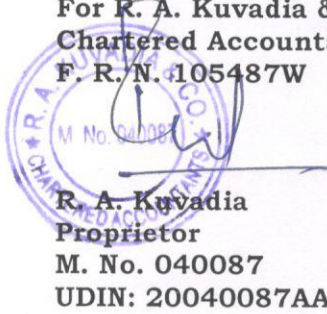
#### 6. Payment to Auditors:

| Sr. No. | Particulars  | 2019-20(Rs.)  |
|---------|--------------|---------------|
| a.      | Audit Fees   | 20,000        |
|         | <b>Total</b> | <b>20,000</b> |

7. Balances for Trade Payables, Trade Receivables, Loans and Advances, Goods and Service Tax are subject to reconciliations and confirmations from the respective parties. In absence of such confirmations, the balances as per books have been relied upon by the auditors.

8. This being the first year of incorporation previous year's figures are not applicable

As per our report of even date  
For R. A. Kuvadia & Co.  
Chartered Accountants  
F. R. N. 105487W



R. A. Kuvadia  
Proprietor  
M. No. 040087  
UDIN: 20040087AAAAFD2570

For Saketh Seven Star Industries  
Private Limited



Sanjay Patel  
Director  
DIN: 01958033



Shalin Patel  
Director  
DIN: 08579599



Place: Mumbai  
Date: 25.06.2020



# TEMBO GLOBAL INDUSTRIES LTD

SEISMIC BRACING, ANTI VIBRATION, PIPE HANGER, FASTENERS & SUPPORT SYSTEMS

**Regd. Off.:** Plot No. PAP - D 146 - 147, Turbhe MIDC, TTC Industrial Area,  
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