

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated August 16, 2022 (“Letter of Offer”), which is available on the websites of the Lead Manager, Registrar, our Company and the stock exchanges where the Equity Shares of our Company are listed, i.e., NSE Limited (the “Stock Exchange”). You are encouraged to read greater details available in the Letter of Offer. The capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 14 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar’s website www.bigshareonline.com and the Company’s website at www.tembo.in this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Lead Manager, the Company, the Securities and Exchange Board of India (“SEBI”), the Stock Exchange and the Registrar, i.e., www.fedsec.in, www.tembo.in, www.sebi.gov.in, www.nseindia.com and www.bigshareonline.com respectively. The Application Form is available on the website of our Lead Manager, Company and NSE.



TEMBO GLOBAL INDUSTRIES LIMITED

Registered Office: Plot No- PAP D- 146/147, TTC MIDC, Turbhe, Navi Mumbai-400705 Maharashtra, India
Tel: +91 022 –27620641/42; **Fax:** N.A.

Contact Person: Ms. Tasneem Marfatia, Company Secretary and Compliance Officer, **E-mail:** md@tembo.in;
Website: www.tembo.in; **Corporate Identification Number:** L24100MH2010PLC204331

OUR PROMOTERS- FATEMA KACHWALA, SANJAY PATEL, SMITA PATEL & TARUNA PATEL.

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

DETAILS OF THE OFFER

Type of Issue	Rights Issue Size (in number)	Rights Issue Size	Issue under SEBI (ICDR) Regulations
Rights Issue	36,16,560 (Thirty-Six lakhs Sixteen Thousand and Five Hundred and Sixty) Equity Shares	Upto ₹ 36,16,56,000 (Rupees Thirty Six Crore Sixteen Lakh Fifty Six Thousand Only)	Chapter III of SEBI (ICDR) Regulations

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF UPTO 36,16,560 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 100 EACH INCLUDING A SHARE PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. 3,616.56 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 9 RIGHTS EQUITY SHARE FOR EVERY 25 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON AUGUST 10, 2022 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS ₹ 100 WHICH IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 164 OF THE LETTER OF OFFER.

***Assuming full subscription.**

Listing Details: The existing Equity Shares are listed on National Stock Exchange India Limited (“NSE”) (“The Stock Exchange”). Our Company has received ‘in-principle’ approvals from NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated bearing reference number NSE/LIST/31881 dated July 28, 2022. For the purpose of this Issue, the Designated Stock Exchange is NSE. Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “Terms of the Issue” on page 164 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, SEBI, NSE, Lead Manager and Registrar as stated above.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on NSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part

B-1 of Schedule VI to the SEBI ICDR Regulations

MINIMUM SUBSCRIPTION

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

INDICATIVE TIMETABLE

Issue Opening Date	August 22, 2022	Date of Allotment (on or about)	September 13, 2022
Last date for on Market Renunciation[#]	August 31, 2022	Initiation of refunds	September 14, 2022
Issue Closing Date[*]	September 05, 2022	Date of credit (on or about)	September 15, 2022
Finalising the basis of allotment with the Designated Stock Exchanges	September 12, 2022	Date of listing (on or about)	September 19, 2022

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

* Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.

Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier the Issue Material only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar, our Company and the Stock Exchange. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

NO OFFER IN THE UNITED STATES

The rights entitlements and the rights equity shares have not been and will not be registered under the United States securities act of 1933, as amended (the "US Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and the rights equity shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this draft letter of offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this Abridged Letter of Offer / Letter of Offer and enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time.

GENERAL RISKS

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

Name of the Lead Manager and Contact Details

FEDEX SECURITIES PRIVATE LIMITED
CIN: U67120MH1996PTC102140
B7, Jay Chambers, Dayaldas Road,
Vile Parle East, Mumbai - 400057.

	Tel. No.: +91 22 26186966; E-Mail: mb@fedsec.in Contact Person: Yash Kadakia Website: www.fedsec.in SEBI Reg. No.: INM000010163 Validity of registration: Permanent
Name of the Registrar and Contact Details	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 Contact Details: +91-22-62638222 Email Address: rightsissue@bigshareonline.com ; Website: www.bigshareonline.com ; Contact Person: Mr. Vijay Surana; SEBI Registration Number: INR000001385 Validity of Registration: Permanent
Name of the Statutory Auditor	M/S. R A MARU & ASSOCIATES, Chartered Accountants
Self-Certified Syndicate Banks ("SCSBs")	The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.
Banker to the Issue	ICICI BANK LIMITED Capital Market Division, 1 st Floor, 122, Mistry Bhavan, Dhinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 Contact Details: 022-66818911/23/24 Fax: 022-22611138 Email: sagar.welekar@icicibank.com Contact Person: Mr. Sagar Welekar Website: www.icicibank.com SEBI Registration Number: INBI00000004 Validity of Registration: Permanent

SUMMARY OF BUSINESS

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

Further our Product Portfolio includes all types of bathroom pipes, fittings, bathroom accessories and sanitary wares. Our company deals and trade in silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, knitted, hosiery, yarn and sewing thread and also carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof. For further details, please refer to the chapter titled "Our Business" at page 72 of the Letter of Offer.

Details of Promoters

Sr. No.	Name	Individual/Corporate	Experience & Educational Qualification
1.	Fatema Kachwala	Individual	Fatema Kachwala is wholetime director. She holds a degree of Post Graduate Diploma in International Business, Ness Wadia College of Commerce, Pune University. She has extensive experience in procurement of materials and in presenting products features to large audiences. Hardcore persuasion skill coupled with innovative product demonstrations secures continuous reasonable deals per month. Proven relationship building skills backed by Post Graduate Diploma in

			International Business.
2.	Sanjay Patel	Individual	Mr. Sanjay J Patel is the Managing Director of the Company. He holds Bachelor's degree in Commerce from University of Bombay. He has more than 3 decades of rich and vast experience in trading, wholesaling, exports and imports of engineering goods, pipes, fittings, ropes, stationery, fabrics, ball-pens, pencil and general items including experience with Chimanlal Enterprises and working as a freelancer on commission basis. Currently, he looks after day-to-day functioning of our Company and plays a pivotal role in handling trading division purchase, finance and taxation departments of the Company.
3.	Smita Patel	Individual	Mrs. Smita S Patel is the Non-Executive Non-Independent Director of our Company. She holds Bachelor's degree in Science from Sardar Patel University. She has more than 10 years of experience in the general administration department.
4.	Taruna Patel	Individual	Mrs. Taruna P Patel, is the promoter shareholder of our Company. She holds Bachelor's degree in Commerce from Madhya Pradesh University. She has more than 10 years of experience in the field of human resource.

OBJECTS OF THE ISSUE

Requirement of Funds:

The details of objects of the Issue are set forth in the following table:

(₹ in Lakhs)

Particulars	Amount*
Working Capital	1909.92
Repayment of loan	866.00
General Corporate Purpose	795.64
Issue Related Expenses	45.00
Gross Proceeds from the Issue	3616.56

* Assuming full subscription and Allotment of the Rights Equity Shares

Means of finance

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

Deployment of funds

Our Company proposes to deploy the entire Net Proceeds towards the Objects as described herein during Fiscal 2022-23. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial years towards the aforementioned objects

Monitoring Agency

As the net proceeds of the Issue shall not exceed ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

For more details, please refer to the chapter titled "Objects of the Issue" on page 52 of the Letter of Offer.

EQUITY SHAREHOLDING PATTERN OF THE COMPANY AS ON DATE OF THE LETTER OF OFFER

The statement of the shareholding pattern of our Company as on June 30, 2022, as included in the Letter of Offer is as follows:

Category of Shareholder	Pre-Issue Number of Shares Held	Total as a % of Voting Rights
(A) Promoter and Promoter Group	73,10,000	72.77
(b) Public	27,36,000	27.24
Grand Total	1,00,46,000	100.00

For more details, please refer to the chapter titled "Capital Structure" on page 47 of the Letter of Offer.

DETAILS OF THE BOARD OF DIRECTORS OF THE COMPANY AS ON DATE OF THE LETTER OF OFFER

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original date of appointment, and Period of Directorship	Other directorships in Companies
<p>JEHAN DARAYUS VARIAVA Designation: Chairman and Non- Executive Independent Director DIN: 07825744 Date of Birth: September 07,1984 Age: 37 Years Occupation: Business Address: 504, Chokisheri, Nanpura, Surat, Gujarat-395001 Nationality: Indian Original Date of Appointment: December 26, 2017 Period of Directorship: For a term of five years commencing from December 26, 2017 and not eligible for retire by rotation</p>	<ul style="list-style-type: none"> • Tembo Exim Private Limited. • Avilon Exim Private Limited
<p>JASBIR SINGH ANAND Designation: Non- Executive Independent Director DIN: 08017248 Date of Birth: November 23, 1949 Age: 72 Years Occupation: Retired Address: Building No. B-10, Flat No. 202, Avantika Chs Kalpak Estate, Antop Hill Mumbai - 400037 Nationality: Indian Original Date of Appointment: December 26, 2017 Period of Directorship: For a term of five years commencing from December 26, 2017 and not eligible for retire by rotation</p>	<ul style="list-style-type: none"> • Saketh Seven Star Industries Limited
<p>SANJAY JASHBHAI PATEL Designation Managing Director DIN: 01958033 Date of Birth: June 05,1960 Age: 62 Years Occupation: Business Address: 143/4.Bhuva Cottage.1st Floor R.No.9, Indulal Bhuva Marg Sewree Wadala Mumbai-400031 Nationality: Indian Original Date of Appointment: December 20, 2017 Period of Directorship: For a term of five years commencing from December 20, 2017.</p>	<ul style="list-style-type: none"> • Saketh Seven Star Industries Limited • Skygen Properties Private Limited
<p>SHALIN SANJAY PATEL Designation: Executive Director DIN: 08579598 Date of Birth: May 23,1995. Age:27 Occupation: Business Address: 143/4, Bhuva Cottege Indulal, Bhuva Marg, SIWS College, Wadala west , Mumbai 400031. Nationality: Indian Original Date of Appointment: July 31, 2020. Period of Directorship: Eligible for retire by rotation.</p>	<ul style="list-style-type: none"> • Brad & Stanley Kitchen Industries Private Limited • Saketh Seven Star Industries Limited
<p>FATEMA SHABBIR KACHWALA Designation: Whole time Director DIN: 06982324 Date of Birth: June 26,1983</p>	<ul style="list-style-type: none"> • Nil

Age: 39 Years Occupation: Business Address: B/408, Raj Mandir Chsl, Off Yari Road, Versova, Andheri West Mumbai Maharashtra 400061 Nationality: Indian Original Date of Appointment: February 23, 2021 Period of Directorship: Not Eligible for retire by rotation.	
SMITA SANJAY PATEL Designation: Non- Executive Director DIN: 00348305 Date of Birth: November 04,1960 Age: 62 Years Occupation: Business Address: 143/4, Bhuva Cottege Indulal, Bhuva Marg, SIWS College,Wadala west, Mumbai 400031 Nationality: Indian Original Date of Appointment: May 28, 2022 Period of Directorship: Eligible for retire by rotation.	<ul style="list-style-type: none"> • Nil

For more details, see the chapter titled “Our Management” on page 91 of the Letter of Offer.

NEITHER OUR COMPANY NOR OUR PROMOTERS OR ANY OF OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

FINANCIAL INFORMATION

A summary of the Restated Consolidated Financial Information of our Company as at and for the Financial Years ended on March 31, 2022, 2021 and 2020, is set out below:

<i>(₹ in lakhs)</i>					
S. No.	Particulars	June 30, 2022*	Consolidated March 31, 2022	Consolidated March 31, 2021	Consolidated March 31, 2020
1.	Total Revenue	5453.10	17790.61	10467.04	7888.62
2.	Profit Before Tax	35.42	429.50	334.46	329.39
3.	Profit after Tax	77.36	315.83	234.89	238.98
4.	Paid-up Capital	1004.60	1004.60	1004.60	502.30
5.	Net Worth attributable to Equity Shareholders	-	2487.25	2269.32	2042.43
6.	Earnings per Share Basic Earnings Per Share diluted (in ₹)	0.77	3.14	2.85	4.76
7.	Net Asset Value per Equity Share (in ₹) on (Basic weighted No. of Shares)	-	24.76	22.60	40.66
8.	Return on net worth (%) (B/A)	-	12.70	10.35	11.70
9.	Total Borrowings	-	4061.19	3565.62	1397.84

Figures in Brackets indicates losses

*In accordance with Consolidated Financial Results for the period ended June 30, 2022

For further details, please refer the section titled “Financial Information” on 100 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned risks are the top five risk factors as per the Letter of Offer:

1. We are highly dependent on our suppliers for uninterrupted supply of raw-materials. We have not entered into any long-term supply agreement for the major raw materials required for manufacturing of our products. Also, volatility in the prices and non-availability of these raw materials may have an adverse impact in our business prospects, results of operations and financial condition.
2. We rely significantly on our agent networking in open market for local and export sale of our products.
3. Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.
4. We have reported negative cash flows.

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

For further details, see the section “Risk Factors” on page 21 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A summary of the pending tax proceedings and other material litigations involving our Company is provided below:

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

For further details, please see the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page [●] of the Letter of Offer.

TERMS OF THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI Circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 (Collectively hereafter referred to as “SEBI Rights Issue Circulars”) and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as “ASBA Circulars”), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Procedure for Application through the ASBA Process” on page 164 of the Letter of Offer.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an

application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 164.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see ‘Terms of the Issue – Credit of Rights Entitlement in dematerialized account of Eligible Equity Shareholders ‘on page 164.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company. *Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:*

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in “Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” beginning on page 164.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see ‘Terms of the Issue – Credit of Rights Entitlement in dematerialized account of Eligible Equity Shareholders ‘on page 164.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form” on page 164 of the Letter of Offer.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of Nine (9) Rights Equity Share(s) for every Twenty Five (25) Equity Share(s) held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of Nine (9) Rights Equity Share(s) for every Twenty Five (25) Equity Share(s) held Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 4 Equity Shares or is not in the multiple of 4 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation. In accordance with the SEBI circular SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022, the requirement regarding minimum time period between closure of trading in Right Entitlements on stock exchange platform and closure of the rights issue, which requires trading in REs on the secondary market platform of stock exchanges commence along with the opening of the rights issue and has to be closed at least three days prior to the closure of the rights issue (considering two days for settlement and one additional day for investor to make application in Rights Issue.)

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. THE LEAD MANAGER, THE REGISTRAR AND OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.

(a) On Market Renunciation

The Eligible Equity may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE869Y20010 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., August 22, 2022 to August 29, 2022 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE869Y20010 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance

with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE869Y20010, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the applicable Regulations and in the manner as set out in "Basis of Allotment" beginning on page 286.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Pursuant to letter dated June 11, 2022, our Promoter and Promoter Group have undertaken that:

- a) they would subscribe, jointly and / or severally only to the extent of upto ₹ 500.00 Lakhs;
- b) they would not subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of the SEBI Takeover Regulations; and
- c) they may renounce their rights entitlement

ANY OTHER IMPORTANT INFORMATION AS PER THE COMPANY

PROCEDURE FOR APPLICATION

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. August 10, 2022 , refer "*Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form*" on page 164.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, the Lead Manager, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible

Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.tembo.in). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circulars, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. , September 01, 2022 after which they can apply through ASBA facility.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “*Grounds for Technical Rejection*” on page 164. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 164.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India. Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, the Lead Manager to provide requisite details.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being Tembo Global Industries Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹ 100 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States “U.S. Person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

“I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com. Our Company, the Lead Manager and

the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICES/ REFUND ORDERS" ON PAGE 164 OF THE LETTER OF OFFER.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Important

Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "*Risk Factors*" on page 21 of this Letter of Offer.

All enquiries in connection with this Letter of Offer, the Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "*Tembo Global Industries Limited – Rights Issue*" on the envelope to the Registrar at the following address:

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093 Maharashtra

Contact Details: 022-62638222;

Email Address: rightsissue@bigshareonline.com;

Website: www.bigshareonline.com;

Contact Person: Mr. Vijay Surana;

SEBI Registration Number: INR000001385

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar www.bigshareonline.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022-62638222.

The Issue will remain open for a minimum period of 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

DECLARATION BY OUR COMPANY

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Jehan Darayus Variava
(Chairman and Independent Director)

Sanjay Jashbai Patel
(Managing Director)

Jasbir Singh Jaswant Singh Anand
(Independent Director)

Fatema Shabhir Kachwala
(Wholetime Director)

Smita Sanjay Patel
(Non- Executive Director)

Shalin Sanjay Patel
(Executive Director)

**SIGNED BY OUR CHIEF FINANCIAL
OFFICER**

Shabbir Huseni Merchant

Place: Navi Mumbai

Date: August 16, 2022



TEMBO GLOBAL INDUSTRIES LIMITED

Registered Office: Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705, India Tel: +91 022 -27620641/42; Fax: N.A.
Contact Person: Ms. Tasneem Husain Marfatia, Company Secretary and Compliance Officer, E-mail: md@tembo.in; Website: www.tembo.in;
Corporate Identification Number: L24100MH2010PLC204331

ENTITLEMENT LETTER FOR THE RIGHTS ISSUE

Dear Shareholder,

ISSUE OF UPTO 36,16,560 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 100 EACH INCLUDING A SHARE PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 3,616.56 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF NINE (9) RIGHTS EQUITY SHARE FOR EVERY TWENTY FIVE (25) FULLY PAID- UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON AUGUST 10, 2022 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS ₹ 100 WHICH IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 159 OF THE LETTER OF OFFER.

*Assuming full subscription

For details, see “Terms of the Issue” on page 159 of the letter of offer dated August 16, 2022 of our Company (“Letter of Offer”).

Applicants will have to pay ₹ 100 per Rights Equity Share on Application.

This letter does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where such offers or solicitations are not permitted by law. You are advised to read the disclaimer carefully before reading, accessing or making any other use of the documents. By accessing this letter and its enclosures, you are hereby deemed to represent that you qualify under the above criteria. This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.

You have been sent this letter (including its enclosures) to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and relevant circulars issued by the Securities and Exchange Board of India from time to time. This letter does not constitute an offer of, or a solicitation of an offer to purchase, any securities of the Company in any jurisdiction where offers or solicitations are not permitted by law. The information in this letter is solely intended for distribution to, and use by, Eligible Equity Shareholders as of the Record Date i.e., Wednesday, August 10, 2022, who have provided an Indian address to the Company or who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. By accepting this letter and its enclosures, you are hereby deemed to represent that you qualify under one of the foregoing criteria. This letter and its enclosures should not be reproduced, transmitted or distributed to any other person.

IF YOU ARE NOT PERMITTED TO VIEW THIS LETTER OR ARE IN ANY DOUBT AS TO WHETHER YOU ARE PERMITTED TO VIEW THIS LETTER, PLEASE TREAT THIS LETTER AS SENT FOR INFORMATION PURPOSES ONLY AND SHOULD NOT BE ACTED UPON FOR SUBSCRIPTION TO THE RIGHTS EQUITY SHARES AND SHOULD NOT BE COPIED OR REDISTRIBUTED.

With reference to above, please find below the details of Equity Shares held by you as on Record Date i.e.; Wednesday, August 10, 2022 along with your Rights Entitlements for information:

Folio Number/ DP or Client ID	No. of Equity Shares held by you on Record Date being Wednesday, August 10, 2022	No. of Rights Entitlements

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.tembo.in)

This is to inform you that the captioned Issue opens for subscription on Monday, August 22, 2022 and closes for subscription on Monday, September 05, 2022[#].

[#] Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Procedure for Application in the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Kindly note that Non-Resident Investors can apply, if they have provided an Indian address to our Company or to the Registrar or they are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “TEMBO GLOBAL INDUSTRIES LIMITED – UNCLAIMED SECURITIES SUSPENSE ACCOUNT”) opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

For Eligible Equity Shareholders holding Equity Shares in physical form, please also see ‘Attention for Physical Shareholders’ below.

Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. THE LEAD MANAGER, THE REGISTRAR AND OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.

For details, please see the section entitled “Terms of the Issue- Procedure for Renunciation of Rights Entitlements” on page 170 of the Letter of Offer.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of Nine (9) Rights Equity Share(s) for every Twenty (25) Equity Share(s) held Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 3 or not in the multiple of 3 the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.

Issue Schedule

You are requested to take note of the following schedule of the Issue:

Last Date for credit of Rights Entitlements	Friday, August 19, 2022
Issue Opening Date	Monday, August 22, 2022

Last Date for On Market Renunciation of Rights Entitlements[#]	Monday, August 29, 2022
Issue Closing Date[#]	Monday, September 05, 2022
Finalising the basis of allotment with the Designated Stock Exchanges (on or about)	Monday, September 12, 2022
Date of Allotment (on or about)	Tuesday, September 13, 2022
Date of credit (on or about)	Thursday, September 15, 2022
Date of Trading approval (on or about)	Monday, September 19, 2022

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

* Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.

ATTENTION FOR PHYSICAL SHAREHOLDERS

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholders") may lapse in case they fail to furnish the details of their demat account to the Registrar" on page 163, of the Letter of Offer.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the website of the Company or the Lead Manager or the Registrar or the Stock Exchanges.

Please refer to the FAQs available on the websites of the Company and the Registrar to the Issue, which may be used as guidance for making an Application in the Rights Issue.



NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the "Issue Materials") will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. For details, see "Restrictions on Foreign Ownership of Indian Securities" beginning on page 198 of Letter of Offer.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Material should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

In case of any queries, you may contact the Company or the Lead Manager or Registrar at the details mentioned herein:

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
	
FEDEX SECURITIES PRIVATE LIMITED (Formerly known as Fedex Securities Limited) CIN: U67120MH1996PTC102140 B7, Jay Chambers, Dayaldas Road, Vile Parle East, Mumbai - 400057. Tel. No.: +91 22 26186966; E-Mail: mb@fedsec.in Contact Person: Mr. Yash Kadakia Website: www.fedsec.in SEBI Reg. No.: INM000010163 Validity of registration: Permanent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093 Tel. No: +91-22-62638200/22 E-mail Id: rightsissue@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Vijay Surana SEBI Registration No: INR000001385 Validity of Registration: Permanent

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For TEMBO GLOBAL INDUSTRIES LIMITED

Sd/-

Tasneem Husain Marfatia
 Company Secretary and Compliance Officer

APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCEES ONLY USING ASBA FACILITY



TEMBO GLOBAL INDUSTRIES LIMITED

Registered Office: Plot No- PAP D- 146/ 147, TTC MIDC, Turbhe, Navi Mumbai-400705, India
Tel: +91 022 -27620641/42; **Fax:** N.A.
Contact Person: Ms. Tasneem Husain Marfatia, Company Secretary and Compliance Officer, E-mail: md@tembo.in; Website: www.tembo.in;
Corporate Identification Number: L24100MH2010PLC204331

Collecting SCSB's Sign & Seal

NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE UNITED STATES

ISSUE OPENS ON	Monday, August 22, 2022
LAST DATE FOR ON MARKET RENUNCIATION*	Monday, August 29, 2022
ISSUE CLOSES ON*	Monday, September 05, 2022

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

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

Please read the letter of offer dated August 16, 2022 ("Letter of Offer" or "LOF"), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalised terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer.

DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM.
 THIS DOCUMENT IS NOT NEGOTIABLE.

ISSUE OF UPTO 36,16,560 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 100 EACH INCLUDING A SHARE PREMIUM OF ₹ 90 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 3,616.56 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF NINE (9) RIGHTS EQUITY SHARE FOR EVERY TWENTY FIVE (25) FULLY PAID- UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON AUGUST 10, 2022 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES ₹ 100 WHICH IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 159 OF THE LETTER OF OFFER.

*Assuming full subscription.

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE*(Revised)	FACE VALUE (₹)	PREMIUM (₹)	TOTAL (₹)
On Application	10.00	90.00	100.00
Total	10.00	90.00	100.00

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

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Material should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

To,
 The Board of Directors,
TEMBO GLOBAL INDUSTRIES LIMITED

Date:

Dear Sirs / Madams,

- I/We hereby accept and apply for Allotment of the Equity Shares (including additional Equity Shares, if applicable) mentioned in **Block I** below in response to the Abridged Letter of Offer/Letter of Offer dated August 16, 2022 and any addenda thereto offering the Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in **Block II** below at the rate of ₹ 100 per Rights Equity Share payable on Application on the total number of Equity Shares specified in **Block I** below.
- I/We agree to accept the Equity Shares Allotted to me/us and to hold such Equity Shares upon the terms and conditions of the Abridged Letter of Offer, Letter of Offer, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI Rights Issue Circulars as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Equity Shares subject to laws, as applicable, guidelines, circulars, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI / Government of India / RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Equity Shares in contravention of section 269SS of the Income-Tax Act, 1961.
- I/We authorise you to place my/our name(s) on the register of shareholders/register of beneficial owners of the Company.
- I/We understand (and each account for which I/we are acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with SEBI and the Stock Exchanges); and I/we will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements or the Equity Shares which I/we may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will be in compliance with applicable laws and/or regulations. I/we agree to notify any transferee to whom I/we subsequently reoffer, resell, pledge or otherwise transfer the Rights Entitlements or the Equity Shares of the restrictions set forth in the Letter of Offer under the heading "Restrictions on Foreign Ownership of Indian Securities" on page 188 of the Letter of Offer.
- Without limiting the generality of the foregoing, I/we acknowledge that (i) the Equity Shares are listed on BSE Limited and the Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited (which includes, but is not limited to, a description of the nature of the Company's business and the Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that I/we have had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; (ii) the Company does not expect or intend to become subject to the periodic reporting and other information requirements of the U.S. Securities and Exchange Commission; and (iii) neither the Company nor any of its affiliates, nor the Lead Manager or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to the Company, the Rights Entitlements or the Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
- I/We understand that the Exchange Information and this Letter of Offer have been prepared in accordance with content, format and style which is either prescribed by SEBI, the Stock Exchanges or under Indian laws, which differs from the content, format and style customary for similar offerings in the United States. In particular, I/we understand that (i) the Company's financial information contained in the Exchange Information and the Letter of Offer has been prepared in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and not in a manner suitable for an offering registered with the U.S. Securities and Exchange Commission, and (ii) the Letter of Offer does not include all of the information that would be required if the Company were registering the Issue of the Rights Entitlements and the Equity Shares with the U.S. Securities and Exchange Commission, such as a description of business and industry, detailed operational data, management's discussion and analysis of financial condition and results of operations and audited financial statements for prior years.
- I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restriction on Foreign Ownership of Indian Securities" on page 188 of the Letter of Offer.
- I/We are authorized to consummate the purchase of the Equity Shares issued pursuant to this Issue in compliance with all applicable laws and regulations.
- I/We acknowledge that the Rights Entitlements and the Equity Shares issued pursuant to this Issue have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.
- I/We agree that neither we, nor any of our affiliates, nor any person acting on behalf of us or any of our affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any "general solicitation" or "general advertising" (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares.

I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S"). I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or if such person is outside of India and United States, such person is not a foreign corporate or institutional shareholder, or is ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

1. NAME AND CONTACT DETAILS OF APPLICANT

Name of Sole/First Applicant																				
Name of Second Applicant																				
Name of Third Applicant																				
Name of Fourth Applicant																				
Indian Address:																				
Email:																				
Telephone/Mobile No.																				

2. PERMANENT ACCOUNT NUMBER (PAN)

Sole/First Applicant																				
Second Applicant																				
Third Applicant																				
Fourth Applicant																				

3. TYPE OF APPLICANTS (Please tick ✓): Resident Non-Resident

Note: Non-resident Applicants applying on non-repatriation basis should select "Resident".

4. DEPOSITORY ACCOUNT DETAILS: please provide your DP ID and Client ID (Please tick ✓ for NSDL or CDSL): NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID.

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Note: Allotment of Equity Shares shall be made in dematerialized form only.

5. APPLICATION DETAILS

Equity Shares (Including additional Equity Shares) applied for [Block I]

Total amount payable on application at ` 41 per Rights Equity Share [Block II] = [Block I] x ` 41																			
(₹ in Figures)										(₹ in Words)									

6. PAYMENT DETAILS [IN CAPITAL LETTERS]

Amount blocked (₹ in figures):																				
(₹ in words)																				

ASBA BANK Account No.																				
-----------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Name of ASBA Bank Account Holder: _____

SCSB Name and Address: _____

I/We authorise the SCSB to block the amount specified above as part of the ASBA process. I/ We confirm that I/ we are making the payment towards my/our Application through my/ our bank account only and not using any third party bank account for making such payment. Further, I/we confirm that the ASBA Account is held in my/our own name.

I/We understand that on Application, Investors will have to pay ₹ 100 per Rights Equity Share, which constitutes 100% of the Issue Price, will have to be paid on full, as determined by the Board of Directors of the Company at its sole discretion.

SIGNATURE OF ASBA BANK ACCOUNT HOLDER

_____ Sole/First Account Holder	_____ Second Joint Account Holder	_____ Third Joint Account Holder	_____ Fourth Joint Account Holder
------------------------------------	--------------------------------------	-------------------------------------	--------------------------------------

Note: Signature(s) as per the specimen recorded with the SCSB. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the SCSB.

7. SIGNATURE OF APPLICANT(S)

I/We hereby confirm that I/we have read, understood and accept the terms and conditions of this Application Form, Rights Entitlement Letter, Abridged Letter of Offer / Letter of Offer dated August 16, 2022. I/we hereby confirm that I/we have read the instructions for filling up this Application Form given overleaf. I/We understand that in case of Allotment of Equity Shares to me/us, my/our beneficiary account as mentioned in this Application Form would get credited to the extent of allotted Equity Shares.

_____ Sole/First Applicant	_____ Second Joint Applicant	_____ Third Joint Applicant	_____ Fourth Joint Applicant
-------------------------------	---------------------------------	--------------------------------	---------------------------------

Note: Signature(s) as per the specimen recorded with the Depositories. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the Depositories.

-----Tear Here-----

TEMBO GLOBAL INDUSTRIES LIMITED – RIGHTS ISSUEACKNOWLEDGEMENT SLIP FOR APPLICANT

Received from														APPLICATION FORM NO.						
PAN																				
DP ID and Client ID																				
Amount blocked (₹ in figures)					Bank & Branch															
ASBA Account No.																				Date _____
Tel. / Mobile No.																				Email Id: _____

GENERAL INSTRUCTIONS

- a) Please read the Letter of Offer and the instructions carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English. For accessing the Letter of Offer, the Abridged Letter of Offer and the Application Form, please refer below links provided on page 4 of this Application Form.
- c) The Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
- d) **In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “Terms of the Issue - Process of Making an application in the Issue - Making an Application through the ASBA process” on page 161 of the Letter of Offer.**
- e) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- f) Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. For further details, see “**PROCESS OF MAKING AN APPLICATION IN THE ISSUE**” beginning on page 160 of the Letter of Offer.
- g) An Investor wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application and is required to provide necessary details, including details of the ASBA Account, authorizing the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- h) The Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and this Application Form are liable to be rejected. **This Application Form must be filled in English only.**
- i) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Terms of the Issue - Process of making an application in the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 168 of the Letter of Offer. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.
- j) Applications should not be submitted to the Banker to the Bankers to the Issue (assuming that such Escrow Collection Banks are not SCSBs), our Company or the Registrar or the Lead Managers.
- k) **All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income Tax Act, 1961 irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Investors. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.**
- l) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. **Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application.** In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- m) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with our Company / Registrar / depositories.
- n) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of this Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- o) All communication in connection with Applications for the Equity Shares, including any change in address of the Investors should be addressed to the Registrar prior to the date of Allotment in the Issue quoting the name of the first/sole Applicant and folio numbers/ DP ID and Client ID. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant or to our Company or the Registrar.
- p) Please note that Applications through ASBA may be submitted at all designated branches of the SCSBs available on the SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, updated from time to time, or at such other website as may be prescribed by SEBI from time to time. In addition, Applicants should consult with the relevant SCSB to ensure that there is no statutory / regulatory action restricting the Application being submitted through them.
- q) Applicants are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- r) **The Applicants shall submit only one Application Form in respect of the same Rights Entitlements available in a particular demat account.** In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.
- s) **Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**
- t) Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue and such approval should be submitted to Registrar to the Issue so that the same is received on or prior to the Issue Closing Date.
- u) Only Eligible Equity Shareholders who are eligible to subscribe for Rights Entitlement and Equity Shares in their respective jurisdictions under applicable securities laws are eligible to participate.
- v) Our Company, in consultation with the Lead Managers reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Equity Shares and/or the Rights Entitlements is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Equity Shares and/or the Rights Entitlements under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares and/or the Rights Entitlements in respect of any such Application Form.
- w) In place of Application number, Investors can mention the reference number as provided in the e-mail received from Registrar informing about their Rights Entitlement or the reference number of Rights Entitlement Letter or last eight digits of their demat account.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, September 05, 2022, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section, “*Terms of the Issue - Basis of Allotment*” on page 188 of the Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the e-mail withdrawal request to rightsissue@bigshareonline.com. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>
 For this Issue, following banks would be acting as SCSB: 1. Allahabad Bank 2. Andhra Bank 3. Axis Bank Ltd 4. Bank of Baroda 5. Bank of India 6. Bank of Maharashtra 7. Barclays Bank PLC 8. BNP Paribas 9. Canara Bank 10. Catholic Syrian Bank Limited 11. Central Bank of India 12. CITI Bank 13. City Union Bank Ltd. 14. Corporation Bank 15. DBS Bank Ltd. 16. Dena Bank 17. Deutsche Bank 18. Dhanlaxmi Bank Limited 19. HDFC Bank Ltd. 20. HSBC Ltd. 21. ICICI Bank Ltd 22. IDBI Bank Ltd. 23. Indian Bank 24. Indian Overseas Bank 25. IndusInd Bank 26. J P Morgan Chase Bank, N.A. 27. Janata Sahakari Bank Ltd. 28. Karnataka Bank Ltd. 29. Karur Vysya Bank Ltd. 30. Kotak Mahindra Bank Ltd. 31. Mehsana Urban Co-operative Bank Limited 32. Nutan Nagarik Sahakari Bank Ltd. 33. Oriental Bank of Commerce 34. Punjab & Sind Bank 35. Punjab National Bank 36. Rajkot Nagarik Sahakari Bank Ltd 37. RBL Bank Limited 38. South Indian Bank 39. Standard Chartered Bank 40. State Bank of India 41. SVC Co-operative Bank Ltd. 42. Syndicate Bank 43. Tamilnad Mercantile Bank Ltd. 44. The Ahmedabad Mercantile Co-Op. Bank Ltd. 45. The Federal Bank 46. The Jammu & Kashmir Bank Limited. 47. The Kalupur Commercial Cooperative Bank Ltd. 48. The Lakshmi Vilas Bank Ltd. 49. The Saraswat Co-Operative Bank Ltd 50. The Surat Peoples Co-op Bank Ltd 51. TJSB Sahakari Bank Ltd 52. UCO Bank 53. Union Bank of India 54. United Bank of India 55. Vijaya Bank 56. YES Bank Ltd 57. DCB Bank 58. Bandhan Bank 59. GP Parsik Sahakari Bank Limited 60. AU Small Finance Bank

In accordance with the SEBI ICDR Regulations, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.



Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

- (i) our Company at www.tembo.in;
- (ii) the Registrar at www.bigshareonline.com;
- (iii) the Lead Manager, Fedex Securities Private Limited at Website: www.fedsec.in;
- (iv) the Stock Exchanges at www.nseindia.com.

The Investors can visit following links for the below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com or www.tembo.in
- c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: rightsissue@bigshareonline.com

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
	
<p>FEDEX SECURITIES PRIVATE LIMITED (Formerly known as Fedex Securities Limited) CIN: U67120MH1996PTC102140 B7, Jay Chambers, Dayaldas Road, Vile Parle East, Mumbai - 400057. Tel. No.: +91 22 26186966; E-Mail: mb@fedsec.in Contact Person: Mr. Yash Kadakia Website: www.fedsec.in SEBI Reg. No.: INM000010163 Validity of registration: Permanent</p>	<p>BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093 Tel. No.: +91-22-62638200/22 E-mail Id: rightsissue@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Vijay Surana SEBI Registration No: INR000001385 Validity of Registration: Permanent</p>

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