

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74999DL2006PLC155233

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCT6259K

(ii) (a) Name of the company

TBO TEK LIMITED

(b) Registered office address

E-78 SOUTH EXTENSION PART-I NA
NEW DELHI
Delhi
110049
India

(c) *e-mail ID of the company

NE*****BO.COM

(d) *Telephone number with STD code

01*****99

(e) Website

www.tbo.com

(iii) Date of Incorporation

06/11/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 23/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N3	Travel agency and tour operators	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 16

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tek Travels DMCC		Subsidiary	100
2	TBO Cargo Private Limited	U63000DL2020PTC370711	Subsidiary	100
3	TBO Holidays Brasil Agencia De		Subsidiary	100
4	TBO Holidays Hongkong Limite		Subsidiary	100
5	TBO Holidays Europe B.V.		Subsidiary	100
6	TBO Holidays Pte Ltd		Subsidiary	100
7	Travel Boutique Online S.A. De		Subsidiary	100

8	TBO Holidays Malaysia Sdn. Bhd		Subsidiary	100
9	TBO Technology Services DMC		Subsidiary	100
10	TBO Technology Consulting Sdn		Subsidiary	100
11	Tek Travels Arabia for Travel ar		Subsidiary	100
12	TBO LLC		Subsidiary	100
13	BookaBed AG		Subsidiary	100
14	United Experts for Information		Subsidiary	100
15	TBO Tek Ireland Limited		Subsidiary	100
16	Jumbonline Accommodations		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	104,239,961	104,239,961	104,239,961
Total amount of equity shares (in Rupees)	200,000,000	104,239,961	104,239,961	104,239,961

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	104,239,961	104,239,961	104,239,961
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	104,239,961	104,239,961	104,239,961

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	104,239,961	104239961	104,239,961	104,239,961	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	0	104,239,961	104239961	104,239,961	104,239,961	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting							
Date of registration of transfer (Date Month Year)							
Type of transfer				1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor							
Transferor's Name							
		Surname		middle name		first name	
Ledger Folio of Transferee							
Transferee's Name							
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)							
Type of transfer				1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (in Rs.)			

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,389,600,000

(ii) Net worth of the Company

3,155,100,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	27,368,276	26.26	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	26,065,160	25	0	
10.	Others	0	0	0	
	Total	53,433,436	51.26	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	874,915	0.84	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	47,522,970	45.59	0	
10.	Others KP CORPORATE SOLUTION	2,408,640	2.31	0	
	Total	50,806,525	48.74	0	0

Total number of shareholders (other than promoters)

38

**Total number of shareholders (Promoters+Public/
Other than promoters)**

45

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	7
Members (other than promoters)	4	38
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	20.63	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	1	0	0
Total	2	5	2	5	20.63	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVINDRA DHARIWA	00003922	Director	0	
BHASKAR PRAMANIK	00316650	Director	0	
ANURANJITA KUMAR	05283847	Director	0	
RAHUL BHATNAGAR	07268064	Director	0	
GAURAV BHATNAGAR	00446482	Managing Director	20,851,958	
ANKUSH NIJHAWAN	01112570	Managing Director	651,503	
UDAI DHAWAN	03048040	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIKAS JAIN	ACOPJ9983F	CFO	24,750	
NEERA CHANDAK	ACSPR8651E	Company Secretar	4,950	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	03/07/2023	10	10	100
Extra-Ordinary General Mee	04/11/2023	17	10	91.93
Extra-Ordinary General Mee	21/02/2024	18	10	99.43

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2023	7	7	100
2	08/08/2023	7	6	85.71
3	21/09/2023	7	7	100
4	04/11/2023	7	7	100
5	17/02/2024	7	6	85.71
6	30/03/2024	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2023	6	6	100
2	Audit Committee	08/08/2023	6	5	83.33
3	Audit Committee	04/11/2023	6	6	100
4	Audit Committee	20/02/2024	6	4	66.67
5	Corporate Social Responsibility	26/05/2023	5	5	100
6	Corporate Social Responsibility	08/08/2023	5	4	80
7	Nomination and Remuneration Committee	26/05/2023	4	4	100
8	Nomination and Remuneration Committee	04/11/2023	4	4	100
9	Nomination and Remuneration Committee	17/11/2023	4	3	75
10	Stakeholder Relationship Management	04/11/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/08/2024
								(Y/N/NA)
1	RAVINDRA DILIP	6	6	100	9	9	100	Yes
2	BHASKAR PRASAD	6	6	100	5	5	100	Yes
3	ANURANJITA	6	3	50	9	7	77.78	Yes
4	RAHUL BHATTACHARYA	6	6	100	9	8	88.89	Yes
5	GAURAV BHATTACHARYA	6	6	100	7	6	85.71	Yes
6	ANKUSH NIJHAR	6	6	100	7	6	85.71	Yes
7	UDAI DHAWAN	6	6	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ankush Nijhawan	Jt. Managing Dir	46,394,334	0	0	27,464,580	73,858,914
2	Gaurav Bhatnagar	Jt. Managing Dir	21,075,937	0	0	27,464,580	48,540,517
	Total		67,470,271	0	0	54,929,160	122,399,431

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vikas Jain	Chief Financial C	17,401,707	0	12,697,740	4,350,427	34,449,874
2	Neera Chandak	Company Secre	6,693,242	0	2,539,548	1,181,160	10,413,950
	Total		24,094,949	0	15,237,288	5,531,587	44,863,824

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rahul Bhatnagar	Independent Dir	0	0	0	2,625,000	2,625,000
2	Ravindra Dhariwal	Independent Dir	0	0	0	2,700,000	2,700,000
3	Bhaskar Pramanik	Independent Dir	0	0	0	2,475,000	2,475,000
4	Anuranjita Kumar	Independent Dir	0	0	0	2,325,000	2,325,000
5	Udai Dhawan	Nominee Directo	0	0	0	1,830,000	1,830,000
	Total		0	0	0	11,955,000	11,955,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Neelesh Kumar Jain

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5233

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

06

dated

28/02/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

GAURAV
BHATNAGA
R

Digitally signed by
GAURAV
BHATNAGA
Date: 2024.09.27
15:00:06 +05'30'

DIN of the director

0*4*6*8*

To be digitally signed by

NEERA
CHANDAK
K

Digitally signed by
NEERA CHANDAK
Date: 2024.09.27
15:01:13 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

2*5*6

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf
MGT 8_CS Certificate_TBO Tek _2024_sig
List of Transfer of shares.pdf
Confirmation_Rule 9_Tbo.pdf
Clarification Letter_Tbo.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company