

TBO TEK LIMITED

Regd. Office: E - 78, South Extension Part I, New Delhi - 110049, India

Corp. Office: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Tel No: +91-124-4998999 | **Email:** corporatesecretarial@tbo.com

Website: www.tbo.com; **CIN:** L74999DL2006PLC155233

Notice of the 19th Annual General Meeting

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting ("AGM") of the Members of TBO Tek Limited ("the Company") will be held on Friday, August 8, 2025, at 03:00 PM (IST) through Video Conferencing/ Other Audio-Visual Means to transact the following businesses. The deemed venue of the meeting shall be E-78, South Extension, Part I, New Delhi 110049, which is the registered office of the Company.

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, Auditor's Report thereon and the report of Board of Directors as circulated to the Members, be and are hereby received, considered and adopted."

- 2. TO RE-APPOINT MR. GAURAV BHATNAGAR (DIN: 00446482) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gaurav Bhatnagar (DIN: 00446482), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3. APPOINTMENT OF M/S. NKJ & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consent, permission as may be required and based on the recommendation of Audit Committee, M/s NKJ & Associates, Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office from the conclusion of this 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting at such terms and conditions and such remuneration as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the Joint Managing Director(s) and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with Ministry of Corporate Affairs or any other regulatory authority, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

4. APPROVAL OF REMUNERATION OF NON-EXECUTIVE DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution dated January 17, 2025, passed by the members in this regard and in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Schedule V of the Act and the Rules made thereunder and Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company (the ‘Board’), approval of the members of the Company be and is hereby accorded for the remuneration payable to the Non-Executive Directors (including Independent Directors) of the Company for a period not exceeding three years, with effect from April 1, 2025, as detailed herein, which exceeds the prescribed overall ceiling of managerial remuneration;

Particulars	Amount (INR)
Sitting fees for Board meetings	1,00,000 per meeting
Sitting fees for Committee meetings	75,000 per meeting
Maximum commission payable to Chairman of the Board	33,00,000 per annum
Maximum commission payable to Non-Executive Director/ Independent Director	25,00,000 per annum
Maximum remuneration* payable to Chairman of the Board	43,00,000 per annum
Maximum remuneration* payable to Non-Executive Director/ Independent Director	35,00,000 per annum

*Remuneration is a mix of sitting fees and commission.

Note: ESOPs, if any, to the Non-Executive Directors, excluding Independent Directors, shall be as per the ESOP Scheme of the Company.

RESOLVED FURTHER THAT the Joint Managing Director(s) and the Company Secretary of the Company be and are hereby severally authorized to perform all such acts, deeds, matters, and things as may be deemed necessary, expedient, or desirable, including but not limited to making requisite filings with the Ministry of Corporate Affairs or other regulatory authorities and settling any questions, difficulties, or doubts that may arise in relation to giving effect to this resolution, without further reference to the members.”

For and on behalf of Board of
TBO Tek Limited

Neera Chandak
Company Secretary
Membership No.: A21596

Gurugram
May 22, 2025

Registered Office:

E-78, South Extension Part I,
New Delhi-110049, India
CIN: L74999DL2006PLC155233
Website: www.tbo.com
Email id: corporatesecretarial@tbo.com

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors and Audit Committee at their meetings held on May 22, 2025 have approved and recommended the appointment of M/s. NKJ & Associates, Company Secretaries, as Secretarial Auditors of the Company for a term of up to five (5) consecutive years to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting on following terms and conditions:

i. Term of appointment:

Up to 5 (Five) consecutive years, from the conclusion of the 19th AGM until the conclusion of the 24th AGM.

ii. Proposed Fees:

Up to INR 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for the financial year ending March 31, 2026. For subsequent years of their term, the fee shall be determined by the Board, upon the recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, and the time and effort required to be put in by the Secretarial Auditors. Fees for certifications and other professional services, if any, will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

iii. Basis of recommendations:

The recommendation is based on the fulfilment of the eligibility criteria and qualifications prescribed under the Act, applicable rules and the SEBI Listing Regulations. Factors considered include the secretarial audit experience, capabilities, independence, past audit performance, and overall quality of work.

iv. Credentials:

M/s. NKJ & Associates, Company Secretaries, is a reputed firm specializing in corporate secretarial services and compliances, including Secretarial Audits, Due Diligence, SEBI Regulations, and other related areas. The firm serves clients across various sectors and has over 22 years of experience. It is registered with the Institute of Company Secretaries of India and holds a valid Peer Review Certificate.

M/s. NKJ & Associates have provided their consent to act as Secretarial Auditors of the Company and have confirmed that their appointment (if made) would be within the prescribed limits under the Act, applicable Rules, and SEBI Listing Regulations. They have also confirmed that they are not disqualified for such appointment and that they hold a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any.

Accordingly, the Board recommends the resolution set out at Item No 3 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

ITEM NO. 4

Upon the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on May 22, 2025, has approved the following remuneration payable to the Non-Executive Directors, including Independent Directors, for a period not exceeding three years, with effect from April 1, 2025, subject to the approval of members of the Company.

Particulars	Amount (INR)
Sitting fees for Board meetings	1,00,000 per meeting
Sitting fees for Committee meetings	75,000 per meeting

Particulars	Amount (INR)
Maximum commission payable to Chairman of the Board	33,00,000 per annum
Maximum commission payable to Non-Executive Director/ Independent Director	25,00,000 per annum
Maximum remuneration* payable to Chairman of the Board	43,00,000 per annum
Maximum remuneration* payable to Non-Executive Director/ Independent Director	35,00,000 per annum

*Remuneration is a mix of sitting fees and commission.

This revision of remuneration is based on a comprehensive benchmarking study conducted by the Company. It seeks to align the remuneration practices with prevailing industry standards while setting a clearly defined maximum threshold for such payments.

Disclosures as required under Schedule V of the Act are given hereunder:

I. General Information

1. Nature of industry	Primarily in the business of operating an online technology platform providing its customers with access to book global travel inventory aggregated through travel suppliers like airlines, hotels, etc.
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2. Date or expected date of Commercial Production	November 6, 2006
3. In the case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

II. Financial Performance (standalone)

(INR in million)

Particulars	For the year ended		
	March 2025	March 2024	March 2023
Revenue from operations	5,759.43	5,389.60	4,759.59
Profit before tax	779.86	632.21	698.57
Profit after tax	568.23	471.78	516.99
Share capital	108.59	104.24	104.24
Net worth	7,855.61	3,155.10	2,586.11

III. Foreign investments or collaborations, if any

There is no direct foreign investment in the Company except to the extent of shares held by Foreign Institutional Investors. There is no foreign collaboration in the Company.

IV. Information about the appointee:

Not Applicable

V. Other Information

1. Reason for inadequate profit	The Company has operations in India and in international geographies through wholly owned subsidiaries. The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials.
2. Steps taken or proposed to be taken for improvement	The Company has adopted aggressive growth plans focused on expanding into new geographies, particularly in high-potential international markets. It is strengthening strategic partnerships to enhance market reach and operational efficiency. Concurrently, the Company is investing in focused innovation and technology enhancements to drive scalability, automation, and customer experience. These initiatives are aimed at accelerating growth and improving long-term profitability.
3. Expected increase in productivity and profits in measurable terms	The Company recognizes significant growth potential and intends to continue making strategic investments to capitalize on these opportunities. Although such investments may temporarily compress margins in the short term, they are anticipated to drive scalable business expansion and ensure sustained growth and profitability over the long term.

The Non-Executive Directors, including Independent Directors, and their relatives may be considered interested in this resolution. Except the aforesaid, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding in the Company.

Accordingly, the Board recommends the resolution set out at Item No 4 of the Notice for approval of the Members of the Company by way of a Special Resolution.

For and on behalf of Board of
TBO Tek Limited

Neera Chandak

Company Secretary
Membership No.: A21596

Gurugram
May 22, 2025

Registered Office:

E-78, South Extension Part I,
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CIN: L74999DL2006PLC155233
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NOTES:

1. EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under item nos. 3 and 4 of the Notice and additional information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, are annexed hereto.

2. CONDUCT OF ANNUAL GENERAL MEETING

- i. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular no. 09/2024 dated September 19, 2024 and other applicable circulars issued in this regard (collectively referred to as "**MCA Circulars**"), and Securities and Exchange Board of India ("**SEBI**") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other applicable circulars issued in this regard (collectively referred to as "**SEBI Circulars**"), have permitted the holding of AGM through Video Conferencing ("**VC**")/ Other Audio-Visual means ("**OAVM**"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, read with the relevant Rules made thereunder, MCA Circulars, and SEBI Listing Regulations read with SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The Deemed Venue for the 19th AGM shall be the Registered Office of the Company.
- ii. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. As the AGM will be held through VC/OAVM, the facility for appointment of Proxy by the members is not available. Hence, proxy form, attendance slip, and route map of the venue are not annexed hereto.
- iv. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participants ("**DPs**") ID number in all correspondences with the Company.
- v. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the AGM, to the Scrutinizer by e-mail to scrutinizer.sba@gmail.com with a copy

marked to evoting@nsdl.com. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- vi. The procedure for participating in the meeting through VC/OAVM is explained below.

3. ELECTRONIC DISPATCH OF ANNUAL REPORT & NOTICE AND PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT & NOTICE

- i. In accordance with the MCA Circulars read with SEBI Circulars, the Notice along with the Annual Report for FY 2024-25 is being sent only through electronic mode to all the members whose email addresses are registered/ available with the Company/ Depository Participants as on July 4, 2025. In line with the MCA circulars, the Notice and the Annual Report have been uploaded on the website of the Company at www.tbo.com. The Notice can also be accessed at the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and is also available on the website of NSDL at www.evoting.nsdl.com. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 for those members whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address..

However, the Members of the Company may request physical copy of the Notice along with the Annual Report from the Company by sending a request at corporatesecretarial@tbo.com, in case they wish to obtain the same. The members are requested to mention their Name/Folio No./ DP ID and Client ID while submitting the aforesaid request.

- ii. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DPs, and members holding shares in physical mode are requested to update their email addresses with KFin at einward.ris@kfintech.com, to receive copies of the Annual Report 2024-25 in electronic mode.

4. UPDATE OF EMAIL ID AND BANK DETAILS

- i. In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or the depository, provided that the Company shall provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered.

In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the DPs. Member holding shares in the physical mode are also requested to update their email addresses by submitting the form ISR-1 and quoting their folio numbers to the Kfin Technologies Limited, Registrar and Share Transfer Agent of the Company ("RTA") by email to einward.ris@kfintech.com or by letter addressed to Mr. Mohsin, Kfin Technologies Limited, Unit. TBO Tek Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana or to the Company by email to corporatesecretarial@tbo.com or by letter addressed to the Company Secretary, Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana.

- ii. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their respective DPs. Changes intimated to the DPs will then be automatically reflected in the Company's record which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the RTA.

5. REMOTE E-VOTING FACILITIES, SCRUTINIZER AND E-VOTING RESULTS

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings (SS-2) issued by ICSI and Regulation 44 of SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has engaged National Securities Depository Limited ("NSDL"), for facilitating voting through electronics means, as the authorised agency.
- ii. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e., Friday, August 1, 2025, only shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person who acquires shares of the Company and becomes a member of the Company after the Company e-mails the Notice of the AGM and holds shares as on the cut-off date i.e., Friday, August 1, 2025, may obtain the User ID and password by sending a request at corporatesecretarial@tbo.com and may follow the steps mentioned note no. 9 to this Notice.
- iii. The remote e-voting period commences on Tuesday, August 5, 2025 at 09:00 am (IST) and ends on Thursday, August 7, 2025 at 05:00 pm (IST). During this remote e-voting period, the members holding shares either in physical form or in dematerialized form, as on the cutoff date i.e., August 1, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she/it shall not be allowed to change it subsequently.
- iv. The Board of Directors of the Company has appointed Ms. Shirin Bhatt, (FCS: 8273, COP No.: 9150), on behalf of M/s Shirin Bhatt & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

- v. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, August 1, 2025.
- vii. During the AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker during the AGM, formally propose to the members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- viii. The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast during the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit such Report to the Chairman or any person authorised by him within the prescribed timelines under the applicable laws, who shall then countersign and declare the result of the voting forthwith.
- ix. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www.tbo.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him. The results will also be immediately forwarded to the stock exchange simultaneously.

6. PROCEDURE FOR INSPECTION OF DOCUMENTS

- i. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, and Certificate from Secretarial Auditors of the Company certifying that ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection in electronic form by the Members during the AGM.
 - ii. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
 - iii. All documents referred to in the Notice and Explanatory Statement will be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document(s) can send an email at corporatesecretarial@tbo.com.
- ## 7. IMPORTANT SEBI CIRCULARS IN THE INTEREST OF INVESTORS/MEMBERS
- i. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
 - ii. SEBI vide its notification dated June 08, 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective April 01, 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialised form with any DPs. Therefore, the RTA and the Company have not accepted any request for the transfer of shares in physical form w.e.f. April 01, 2019.
 - iii. Members may note that as per the provisions of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 {being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024 ('RTA Master Circular')}, in supersession of earlier Circular(s) issued in this regard read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, SEBI has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details.
- In accordance with the said RTA Master Circular read with relevant SEBI Circulars issued in this regard from time to time, it is mandatory for the members holding securities in physical form to inter-alia, furnish PAN, KYC and nomination details. Physical folios wherein the said details

are not available would be eligible for lodging grievance or any service request only after registering the required details.

In compliance with the aforesaid SEBI circulars/guidelines, members are advised to register the updated details with the RTA or DPs for smooth processing of their service requests and trading without any restrictions.

- iv. SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024, mandated the listed entities to issue securities in dematerialised form only while processing the following investor service requests: (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Subdivision / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; (viii) Transposition. The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto is available on the website of the Company at www.tbo.com. Members are advised to take note of the same.
- v. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN code.
- vi. Members may avail the facility of nomination in respect of shares held by them by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.

- vii. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of Company's website at www.tbo.com.

8. RE-APPOINTMENT OF MR. GAURAV BHATNAGAR (DIN: 00446482)

- i. In terms of Section 152 of the Act, Mr. Gaurav Bhatnagar, retires by rotation at this AGM and being eligible, offers himself for re-appointment. The NRC and the Board of Directors of the Company have recommended his re-appointment.
- ii. The additional information in respect of re-appointment of Mr. Gaurav Bhatnagar as Director, liable to retire by rotation, pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings, is provided as an Annexure to the Notice.
- iii. Mr. Gaurav Bhatnagar is interested in Ordinary Business as set out at Item No. 2 of the Notice with respect to his re-appointment. The relatives of Mr. Gaurav Bhatnagar may also be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in Item No. 2.

9. THE DETAILED PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com Click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDS.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

10. General Guidelines for Shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporatesecretarial@tbo.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corporatesecretarial@tbo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corporatesecretarial@tbo.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during AGM may register themselves by sending request from their registered email id, mentioning their name, DP Id and Client Id/ folio number, email id, mobile number, at corporatesecretarial@tbo.com by Thursday, August 7, 2025 up to 5:00 pm (IST). The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time, for smooth conduct of the AGM

For and on behalf of Board of
TBO Tek Limited

Neera Chandak

Company Secretary
Membership No.: A21596

Gurugram
May 22, 2025

Registered Office:

E-78, South Extension Part I,
New Delhi-110049, India
CIN: L74999DL2006PLC155233
Website: www.tbo.com
Email id: corporatesecretarial@tbo.com

ANNEXURE

Relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, is as given under:

Name of the Director	Mr. Gaurav Bhatnagar
DIN	00446482
Date of Birth / Age	August 12, 1979 / 45 years
Date of first appointment on the Board	November 6, 2006
Brief resume, Qualification(s), Experience and Nature of expertise in specific function	Mr. Gaurav Bhatnagar is the Joint Managing Director and one of the Co-founders of the Company. He holds a bachelor's degree of technology in computer science and engineering from the Indian Institute of Technology, Delhi and worked at Microsoft Corporation. He is one of the Vice Chairs of World Travel & Tourism Council (WTTC). He is also a co-founder of Tekriti Software Private Limited. Mr. Bhatnagar is also a Director on the Board of Mediology Software Private Limited, YB Software Private Limited, Tek Travels DMCC and TBO Technology Consulting Shanghai Co. Ltd.
Terms and conditions of appointment or Reappointment	Five years with effect from November 4, 2023, liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration drawn in FY25 INR 44.61 Mn Remuneration sought to be paid as approved by the members in the Extra-Ordinary General Meeting held on November 4, 2023.
Memberships/ Chairmanship of committees in other Indian Public Limited Companies as on date of AGM Notice [#]	Nil
Directorships held in other companies (including listed entities) other than (TBO TEK) as on date of this AGM Notice*	1. Mediology Software Private Limited 2. YB Software Private Limited
Name of Listed entities from which the Director has resigned in the past three years	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of this AGM Notice	1,88,18,014 equity shares of INR 1 each/-
Inter-Se Relationship with other Director's/Manager/ other Key Managerial Personnel	There is no inter-se relationship with other directors and KMP of the Company.
Number of Board & Committee Meetings attended during FY 2024-25	I. Board Meetings: 8 out of 8 II. Committee Meetings: a. Audit Committee: 5 out of 5 b. Stakeholders Relationship Committee: 2 out of 2 c. Risk Management Committee: 2 out of 2 d. CSR Committee: 2 out of 2

[#]Only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

* Foreign entities not considered