

## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]*

**Dear Member(s),**

NOTICE of Postal Ballot (“**Notice**”) is hereby given to the Members of TBO Tek Limited (“**Company**”/“**TBO**”) pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time (“**Rules**”), General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 along with subsequent circulars issued by the Ministry of Corporate Affairs in this regard, the latest being General Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 along with subsequent circulars issued by the Securities and Exchange Board of India (“**SEBI**”) in this regard (collectively referred to as “**SEBI Circulars**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the item of special business as set out hereunder and to seek approval of the Members of the Company by means of Postal Ballot only by way of electronic voting (“**remote e-voting**”). An explanatory statement pursuant to Section 102(1) of the Act setting out the material facts and rationale pertaining to the said resolution forms part of this Notice.

In compliance with Regulation 44 of SEBI Listing Regulations, Sections 110 and 108 of the Act read with the Rules and MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s)/ Kfin Technologies Limited (“**Kfintech**”). The details of the procedure to cast votes forms part of the ‘Notes’ to this Notice. The Company has engaged services of National Securities Depository Limited (“**NSDL**”) for facilitating remote e-voting to the Members.

Members are requested to read the instructions given in the Notes to this Notice so as to cast their vote through remote e-voting. The votes can be cast during the following remote e-voting period (both days inclusive):

**TBO Tek Limited**

CIN: L74999DL2006PLC155233

✉ info@tbo.com | ☎ +91 124 4998999

⌚ Registered Office Address: E-78 South Extension Part- I, New Delhi-110049, India

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

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<b>Commencement of remote e-voting</b>	<b>9.00 a.m. (IST) on Saturday, February 14, 2026</b>
<b>Conclusion of remote e-voting</b>	<b>5.00 p.m. (IST) on Sunday, March 15, 2026</b>

The remote e-voting module will be disabled by the Service provider i.e. NSDL after 05:00 pm (IST), Sunday, March 15, 2026.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Ms. Shirin Bhatt, (FCS: 8273, COP No.: 9150), Practicing Company Secretary, (M/s Shirin Bhatt & Associates, Company Secretaries having, Firm Registration Number: S2011DE162600) as the Scrutinizer for conducting this Postal Ballot process through e-voting in accordance with the law in fair and transparent manner. The result of remote e-voting along with Scrutinizer Report shall be announced on or before 2 (two) working days from the conclusion of e-voting.

The results of the e-voting will be intimated to the stock exchanges where the shares of the Company are listed, i.e., National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The said results along with the Scrutinizer's Report will also be displayed on the website of the Company <https://www.tbo.com/> and on NSDL's website <https://www.evoting.nsdl.com/>. In accordance with SS-2, the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, March 15, 2026.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, accord your assent or dissent by means of e-voting facility provided by the Company.

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. BHASKAR PRAMANIK (DIN: 00316650) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY UPON ATTAINING THE AGE OF 75 YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV, relevant rules under the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 ("Act"), Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Bhaskar

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Pramanik (DIN: 00316650), as a Non-Executive Independent Director, of the Company not liable to retire by rotation, upon attaining the age of 75 years in March 2026 and serving his current tenure of 5 (Five) consecutive years ending on November 23, 2026, on the same terms and conditions as already approved by the Members in its 16<sup>th</sup> Annual General Meeting held on September 27, 2022.

**RESOLVED FURTHER THAT** the Joint Managing Director(s), Whole-time Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient, including filing of requisite forms and documents with the Ministry of Corporate Affairs, stock exchanges and/or any other regulatory authority, to give effect to this resolution and for matters connected therewith or incidental thereto."

By order of Board of Directors  
For **TBO Tek Limited**

Sd/-

**Neera Chandak**  
**Company Secretary and Compliance Officer**  
Membership No: A21596

**Registered office:**  
E - 78, South Extension Part I,  
New Delhi – 110049  
CIN: L74999DL2006PLC155233  
Tel: +91 124 499 8999  
Email id: [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com)  
Website: [www.tbo.com](http://www.tbo.com)

Date: February 11, 2026  
Place: Gurugram

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**Notes:**

1. The Explanatory Statement, pursuant to Section 102(1) and 110 and the other applicable provisions of the Act read with Rules made thereunder, SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India along with the details in terms of Regulation 36(3) of the SEBI Listing Regulations, to the extent applicable, setting out all material facts and additional information relating to the resolution mentioned in this Notice are annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108, 110 other applicable provisions of the Act read with the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. Accordingly, physical copies of this notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members. Members are requested to communicate their assent or dissent through remote e-voting system only. The instructions for remote e-voting are provided as part of this Notice. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
3. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those members whose names appear in the register of members/ list of beneficial owners as on Friday, February 6, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
4. The Company is engaging the remote e-voting facility of NSDL for its members to exercise their voting rights on the proposed resolution by electronic means.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and Members holding shares in physical mode, who have not registered/ updated their e-mail address with the Company, are requested to register/ update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://www.tbo.com/> and Kfin Technologies Limited ("Kfintech") (website-<https://ris.kfintech.com/clientservices/investors/isrs.aspx>) duly filled and signed along with requisite supporting documents to Kfintech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
6. Only a person, whose name is recorded in the register of members/ list of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the remote

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e-voting. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ Kfintech/ Depository Participant(s), shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. A person who is not a member as on the Cut-Off Date, should treat this Notice for information purposes only.

7. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. There will be one e-vote for every folio/client id, irrespective of the number of joint holders. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. The result of remote e-voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutinizer's report shall be displayed for at least three days on the Notice Board of the company at its Registered Office and as well as Corporate Office.
10. The Board approved the appointment of Ms. Shirin Bhatt (FCS: 8273, COP No.: 9150), Practicing Company Secretary, (M/s Shirin Bhatt & Associates, Company Secretaries having, Firm Registration Number: S2011DE162600) to act as the Scrutinizer to conduct postal ballot process in fair and transparent manner.
11. All the documents referred to in this Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice until the last date of remote e-voting. Members seeking to inspect such documents can send an email to [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com) mentioning his/ her/ its name and Folio No/ DP ID and Client ID.
12. **The remote e-voting period commences from 09.00 A.M. (IST) on Saturday, February 14, 2026 and ends at 05.00 P.M. (IST) on Sunday, March 15, 2026 (both days inclusive).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote by remote e-voting. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before Tuesday, March 17, 2026 and will also be displayed on the website of the Company (<https://www.tbo.com/>), besides being communicated to the Stock Exchanges, where equity shares of the Company are listed and to the Registrar and Share Transfer Agent of the Company.. The e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

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13. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the Remote e-voting process i.e., Sunday, March 15, 2026. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf.
14. The Scrutinizer's decision on the validity of remote e-voting shall be final.
15. This Notice will also be available on the Company's website at <https://www.tbo.com/>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>.

**16. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:**

- a) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- b) The details relating to e-voting containing details about user id and password, instructions and other information relating thereto are given in this Notice.
- c) It is clarified that Members of the Company as on Cut-Off Date (including Members who may not have received this communication due to non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to vote in respect of the resolution, in accordance with the process specified in this Postal Ballot Notice.
- d) As per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility. The procedure to login and access e-voting, as devised by the Depositories/ Depository Participant(s) is given below:

**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 for individual shareholders holding securities in demat mode****TBO Tek Limited**

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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 accounts 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under <b>IDeAS</b> 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on the company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under</li> </ol>

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	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your user id (i.e. your sixteen-digit demat account number 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 the e-Voting page. Click on the company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/ Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the</li> </ol>

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	user by sending OTP on registered mobile no. & email id as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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	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.

**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 are given below:

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**B) Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode**

**How to Log-in to NSDL e-Voting website?**

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.

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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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members holding 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*****.
For Members holding shares in demat account with CDSL	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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 in 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'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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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](http://www.evoting.nsdl.com).
  - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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 is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 “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.

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**17. PROCESS FOR PROCURING USER ID AND PASSWORD FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES AND REGISTRATION OF EMAIL IDS FOR EVOTING:**

- a) 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com).
- b) In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com).
- c) If you are an individual shareholder 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 for individual shareholders holding securities in demat mode.
- d) Alternatively, shareholder/ members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**18. GENERAL GUIDELINES FOR SHAREHOLDERS**

- a) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send a 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 vote, to the Scrutinizer by e-mail to [scrutinizer.sba@gmail.com](mailto:scrutinizer.sba@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) 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.
- b) 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](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Officer, National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER**

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Pursuant to Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the business(es) mentioned under Resolution No. 1 of the accompanying Postal Ballot Notice along with the requisite disclosures.

### **Item No. 1**

The Members of the Company, at the 16<sup>th</sup> Annual General Meeting ("AGM") held on September 27, 2022, had approved the appointment of Mr. Bhaskar Pramanik (DIN: 00316650) as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from November 24, 2021 and ending on November 23, 2026. The said approval was accorded prior to Mr. Bhaskar Pramanik attaining the age of 75 years.

Further, pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation'), with effect from April 1, 2019, continuation of directorship of any non-executive director who has attained the age of 75 years requires prior approval of shareholders by way of a special resolution.

Mr. Bhaskar Pramanik will attain the age of 75 years in March 2026 and his continuation as a Non-Executive Independent Director of the Company until the end of his current tenure on November 23, 2026 is subject to approval of members by way of a special resolution on same terms and conditions as earlier approved by the Members of the Company at the 16<sup>th</sup> AGM held on September 27, 2022.

### **Brief Profile of Mr. Bhaskar Pramanik**

Mr. Bhaskar Pramanik holds a bachelor's degree in technology from the Indian Institute of Technology, Kanpur. He has experience in the technology industry. He is currently on the Indian advisory board of The Schulich School of Business, York University and the advisory council of Indian Institute of Technology, Palakkad and has served as director on the central board of State Bank of India. He has been previously engaged with Microsoft Corporation (India) Private Limited as chairman and area vice president and the National Radio and Electronics Company Limited as divisional manager – business systems division

The profile of Mr. Bhaskar can also be accessed on the Company's website at <https://www.tbo.com/board-of-directors>

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**Proposal, Rationale and justification for continuation of Mr. Bhaskar Pramanik as a Non-Executive Independent Director upon attaining the age of 75 years:**

The Company follows a robust and transparent process for the appointment, re-appointment, and continuation of Directors on the Board. The Nomination and Remuneration Committee ("NRC") oversees succession planning for the Board and evaluates, *inter alia*, various parameters such as age, health, background, expertise, skill set, experience, performance evaluation results, educational and professional qualifications, personal achievements, and overall contribution to the Company.

In addition, the Board carefully deliberates on factors including the overall composition of the Board to ensure an optimal balance between executive and non-executive directors, tenure of directors, Board diversity, skills matrix, time commitment, and compliance with applicable statutory and regulatory requirements.

Based upon the recommendation of the NRC and outcome of performance evaluation of Mr. Bhaskar Pramanik, the Board is of view that his continued association would be of significant value to the Company. He has consistently demonstrated exceptional commitment, evidenced by his 100% attendance at Board and Committee meetings. As Chairman of the Nomination and Remuneration Committee, he has provided strategic and objective guidance on governance and Human Resource matters.

As a member of the Audit Committee, he brings independent oversight and sound judgment in reviewing financial statements, internal controls, risk management, and compliance matters. Further, his contribution as member of Innovation Committee has been particularly noteworthy, offering insights that have supported the Company's innovation and long-term growth initiatives.

With his extensive experience, deep understanding of the Company's business, and continued ability to provide independent, constructive and balanced guidance, the Board believes that retaining his services is in the best interests of the Company and its members.

Accordingly, the Board, at its meeting held on February 11, 2026, has approved and recommended to the members the continuation of directorship of Mr. Bhaskar Pramanik as Non-Executive Independent Director upon attaining the age of 75 years in March 2026 and serving his current tenure of 5 (Five) consecutive years ending on November 23, 2026.

The attendance of Mr. Bhaskar Pramanik at the Board and Committee meetings for last 3 years, is as follows:

Particulars		FY 2023-2024	FY 2024-2025	FY 2025-2026@
Board Meeting	Total Meeting	6	8	7
	Meeting Attended	6	8	7
	% Attendance	100%	100%	100%

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<b>Audit Committee</b>	<b>Total Meeting</b>	4	5	5
	<b>Meeting Attended</b>	4	5	5
	<b>% Attendance</b>	100%	100%	100%
<b>Nomination &amp; Remuneration Committee</b>	<b>Total Meeting</b>	NA	1*	3
	<b>Meeting Attended</b>		1	3
	<b>% Attendance</b>		100%	100%
<b>Stakeholder's Relationship Committee</b>	<b>Total Meeting</b>	1	2&	NA
	<b>Meeting Attended</b>	1	2	
	<b>% Attendance</b>	100%	100%	
<b>Innovation Committee%</b>	<b>Total Meeting</b>	NA	NA	2
	<b>Meeting Attended</b>			2
	<b>% Attendance</b>			100%
<b>Risk Management Committee</b>	<b>Total Meeting</b>	No Meeting held	2^	NA
	<b>Meeting Attended</b>		2	
	<b>% Attendance</b>		100%	

@Meetings held up to the date of this Notice i.e., February 11, 2026 have been considered for current financial year 2025-26.

\*inducted as member of the committee w.e.f November 12, 2024

% committee was constituted by Board w.e.f November 12, 2024

^ ceased as member of the committee w.e.f November 12, 2024

&ceased as member of the committee w.e.f November 16, 2024

### Disclosures and confirmations:

Mr. Bhaskar Pramanik is not disqualified nor debarred from holding the office of director under the Companies Act, 2013 or pursuant to any order issued by SEBI or any such other authority and he is independent of the management.

The details as required under the Regulation 36(3) of SEBI Listing Regulations and secretarial standard on general meetings issued by the Institute of Company Secretaries of India are provided in **Annexure-A** to the explanatory statement.

### Recommendations of the Board

The Board recommends the Special Resolution set forth in Item No. 1 of this Notice for the approval of members. The resolution does not pertain to any fresh appointment or change in existing terms.

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None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their respective shareholding, if any, in the Company.

By order of Board of Directors  
**For TBO Tek Limited**

Sd/-

**Neera Chandak**

**Company Secretary and Compliance Officer**

Membership No: A21596

Registered office:

E - 78, South Extension Part I,

New Delhi – 110 049

CIN: L74999DL2006PLC155233

Tel: +91 124 499 8999

Email: [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com)

Website: [www.tbo.com](http://www.tbo.com)

Date: February 11, 2026

Place: Gurugram

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### Annexure-A

Particulars of Director seeking appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings as issued by the ICSI are as follows:

<b>Particulars</b>	<b>Details</b>
Designation	Independent Director
DIN	00316650
Date of Birth	March 20, 1951
Age completed (in years)	75 Years
Brief Resume	Refer to the explanatory statement
Nationality	Indian
Original Date of Appointment	November 24, 2021
Qualification	Bachelor's degree in technology from the Indian Institute of Technology, Kanpur
Experience	Refer to the explanatory statement
Terms and conditions of Appointment	As per the Resolution passed by the members at the Annual General meeting held on September 27, 2022, Mr. Bhaskar was appointed as Non-Executive Independent director for a period of 5 years, with effect from November 24, 2021 to November 23, 2026, not liable to retire by rotation.
The remuneration including sitting fees last drawn by such person for FY 2024-25	Rs. 32,00,000/- (Thirty Two Lakhs only)
Details of remuneration sought to be paid	Members in their 19 <sup>th</sup> Annual General Meeting had approved the remuneration of Rs. 35,00,000 (Rupees Thirty Five Lakh only) per annum each to all Non-Executive Directors Independent Directors for a period of 3 (three) years with effect from April 1, 2025.
No. of Shares held in the Company (including shareholding as a beneficial owner)	Nil
Names of the other Listed entities in which the person holds directorship	Nil
List of Directorship held in other Companies as on the date of this notice	<ul style="list-style-type: none"> <li>❖ Unity Small Finance Bank Limited</li> <li>❖ MYY Sports Private Limited</li> <li>❖ MYY Take Private Limited</li> <li>❖ Cordillera Hospitality Private Limited</li> <li>❖ NAB Global Innovation Centre India Private Limited</li> </ul>

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	<ul style="list-style-type: none"> <li>❖ Curebay Technologies Private Limited</li> </ul>
Names of the Listed entities from which the person has resigned in the past 3 years	<ul style="list-style-type: none"> <li>❖ Route Mobile Limited</li> <li>❖ Royal Orchid Hotels Limited</li> </ul>
List of Chairmanship and Membership of Various committees in other listed companies (Including TBO Tek Limited) as on Date of this notice*	<ol style="list-style-type: none"> <li>1. <b>Unity Small Finance Bank Limited</b> Audit committee - Member</li> <li>2. <b>TBO Tek Limited</b> Audit Committee – Member Nomination and Remuneration Committee – Chairman Innovation Committee- Member</li> </ol>
Number of Board meetings attended during the Financial Year 2025-26	7 (seven)
Relationship with other directors, managers and other key managerial personnel of the Company	No Inter se relation.

*\*Chairpersonship and membership of the Audit Committee, the Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Innovation Committee has been considered*

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