TBO Tek Limited

Regd. Office: Unit No. 501, 5th Floor, Worldmark-4, Asset Area No. LP-IB-04, Aerocity,
Near Indira Gandhi International Airport, New Delhi – 110037

Corporate 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 Twentieth (20th) Annual General Meeting

Notice is hereby given that the Twentieth (20th) Annual General Meeting (**'AGM'**) of the Members of TBO Tek Limited (**'the Company'**) will be held on Thursday, August 27, 2026, at 12:00 Noon (IST) through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM') to transact the following Business(s).

ORDINARY BUSINESS(ES):

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH REPORTS OF THE AUDITORS AND BOARD OF DIRECTORS OF THE COMPANY**

   "RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, 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. ANKUSH NIJHAWAN (DIN: 01112570) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

   "RESOLVED THAT in accordance with Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ankush Nijhawan (DIN: 01112570), 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(ES):

3. **TO RE-APPOINT MR. RAVINDRA DHARIWAL (DIN: 00003922), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND (2ND) TERM**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') as amended from time to time, and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ravindra Dhariwal (DIN: 00003922), who was appointed as a Non - Executive Independent Director and who holds office upto November 23, 2026 and, who has submitted a declaration confirming that he meets the criteria of Independence as prescribed under the Act and the listing regulations, and in respect of whom the company has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second (2nd) term commencing from November 24, 2026 to September 10, 2027 i.e until he attains the age of seventy five (75) years, on such remuneration as may be recommended by the Board of Directors of the Company from time to time, which shall be within the maximum limits as approved by the members of the Company.

RESOLVED FURTHER THAT the Joint Managing Director(s), Whole-time Director & CTO, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or desirable, 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.**"**

4. **TO RE-APPOINT MR. RAHUL BHATNAGAR (DIN: 07268064), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND (2ND) TERM**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rahul Bhatnagar (DIN: 07268064), who was appointed as a Non - Executive Independent Director and who holds office upto November 23, 2026 and, who has submitted a declaration confirming that he meets the criteria of Independence as prescribed under the Act and the listing regulations, and in respect of whom the company has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second (2nd) term of five (5) consecutive years commencing from November 24, 2026 to November 23, 2031, on such remuneration as may be recommended by the Board of Directors of the Company from time to time, which shall be within the maximum limits as approved by the members of the Company.

RESOLVED FURTHER THAT the Joint Managing Director(s), Whole-time Director & CTO and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or desirable, 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.**"**

5. **TO RE-APPOINT MS. ANURANJITA KUMAR (DIN: 05283847), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND (2ND) TERM**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Anuranjita Kumar (DIN: 05283847), who was appointed as a Non - Executive Independent Director and who holds office upto November 23, 2026 and, who has submitted a declaration confirming that she meets the criteria of Independence as prescribed under the Act and the listing regulations, and in respect of whom the company has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second (2nd) term of five (5) consecutive years commencing from November 24, 2026 to November 23, 2031, on such remuneration as may be recommended by the Board of Directors of the Company from time to time, which shall be within the maximum limits as approved by the members of the Company.

RESOLVED FURTHER THAT the Joint Managing Director(s), Whole-time Director & CTO and the

Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or desirable, 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.**"**

6. **TO RE-APPOINT MR. BHASKAR PRAMANIK (DIN: 00316650), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND (2ND) TERM**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Bhaskar Pramanik (DIN: 00316650), who was appointed as a Non - Executive Independent Director and who holds office upto November 23, 2026 and, who has submitted a declaration confirming that he meets the criteria of Independence as prescribed under the Act and the listing regulations, and in respect of whom the company has received a notice in writing under Section 160 of the Act, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second (2nd) term commencing from November 24, 2026 to November 23, 2027, on such remuneration as may be recommended by the Board of Directors of the Company from time to time, which shall be within the maximum limits as approved by the members of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Bhaskar Pramanik (DIN: 00316650), Non - Executive Independent Director of the Company during his proposed second (2nd) term of office, notwithstanding that he has attained the age of seventy five (75) years.

RESOLVED FURTHER THAT the Joint Managing Director(s), Whole-time Director & CTO, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or desirable, 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.**"**

7. **APPROVAL OF REMUNERATION FOR NON- EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT 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 August 08, 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 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 (3) years, with effect from April 01, 2026, as detailed herein, which exceeds the prescribed overall ceiling of managerial remuneration;

Particulars	Amount (INR)
Sitting fees for Board meetings	1,00,000
Sitting fees for Committee meetings	75,000
Maximum commission payable to Chairman of the Board	45,00,000
Maximum commission payable to Non-Executive Director/ Independent Director	38,00,000
Maximum remuneration* payable to Chairman of the Board	57,00,000
Maximum remuneration* payable to Non-Executive Director/ Independent Director	50,00,000

*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), Whole-time Director & CTO and the Company Secretary & Compliance Officer 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.**"**

By Order of the Board of Directors
For **TBO Tek Limited**

Neera Chandak
Company Secretary & Compliance Officer
Membership No.: A21596

Place: Gurugram
Date: July 29, 2026

Registered Office:
Unit No. 501, 5th Floor, Worldmark-4, Asset Area No. LP-IB-04,
Aerocity, Near Indira Gandhi International Airport, New Delhi – 110037
CIN: L74999DL2006PLC155233
Website: www.tbo.com
Email id: corporatesecretarial@tbo.com

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide General Circular Nos. 14/ 2020 dated April 08, 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. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 02/22 dated May 05, 2022, 10/2022 dated December 28, 2022 and 20/2020 dated May 05, 2020 (hereinafter collectively referred to as 'MCA Circulars') and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 along with subsequent circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard (collectively referred to as 'SEBI Circulars'), permitted holding of Annual General Meeting ('AGM') through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA / SEBI Circulars, the AGM of the Members of the Company is being held through VC/OAVM facility. The Registered Office of the Company shall be deemed to be the venue for twentieth (20th) AGM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the AGM is being convened through VC / OAVM in terms of the MCA/SEBI Circulars, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.

3. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the List of Beneficial owners of the Company will be entitled to vote at the AGM.

4. The Statement setting out the material facts concerning the business with respect to Item Nos. 3, 4, 5, 6 and 7 forms part of this Notice. [Section 102 of the Act'] Relevant information in respect of Director seeking re-appointment at AGM is furnished as Annexure-A to this Notice. [Regulation 36(3) of Listing Regulations and Secretarial Standard-2 ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India].

5. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities held in physical form shall be effected only in demat mode. Further, SEBI vide Master Circular No. SEBI/HO/ MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available on the Company's website https://www.tbo.com/engagement/investors/#ShareholderCommunication Members can contact the Company or RTA, for any assistance in this regard. Please note that any service request can be processed only after the folio is KYC compliant.

6. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal https://smartodr.in/login and the same can also be accessed through the Company's website at https://www.tbo.com/engagement/investors/#CorporateGovernance/#InvestorSupport

7. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, the same can be done by submitting Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://www.tbo.com/engagement/investors/#ShareholderCommunication.

Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

8. Members may access the scanned copy of (i) the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act; (iii) Certificate from the M/s NKJ & Associates, Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force; or (iv) any other documents as may be required electronically during the AGM. All other documents referred in the Notice and Explanatory Statement may also be inspected on all working days during normal business hours without any fee by the members by writing an email to the Company Secretary & Compliance Officer at corporatesecretarial@tbo.com.

9. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at corporatesecretarial@tbo.com mentioning their name, DP ID and Client ID, PAN, mobile number at least 10 days in advance to enable the management to keep information ready at the AGM.

10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of Listing Regulations and in terms of MCA/SEBI Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs')/ Company/ Registrar and Share Transfer Agent ('RTA'). Members who have not registered their email address in their demat accounts are requested to update/register their e-mail address with their respective DPs.

11. In compliance with the MCA/SEBI Circulars, the Notice of the AGM and Annual Report for FY 2026 along with login details for participating in the AGM through VC/OAVM facility including e-voting are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company/RTA/DPs. Members may note that this Notice of the AGM and Annual Report for FY 2026 will also be available on the Company's website at www.tbo.com, Stock Exchange's website i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

 Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link of the Annual Report for FY 2026, will be sent to those member(s) who have not registered their e-mail IDs with the Company/DPs/RTA.

 The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email address of those shareholders who have not registered their email addresses and other matters as may be required.

 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.

12. The SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. All the Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.

13. 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, branch, account number, account type and address of the Bank with PIN Code number.

14. 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.

15. 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 address, are requested to register their email address with their respective DPs, and members holding shares in physical mode are requested to update their email address with KFin Technologies Limited ('KFIN'/'RTA') at einward.ris@kfintech.com, to receive copies of the Annual Report for FY 2026 in electronic mode.

16. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 framed thereunder and, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by National Securities Depository Limited ('NSDL')

17. The voting rights of member(s) for remote e-Voting and for e-Voting at AGM 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 21, 2026 ('cut-off date')**. 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 cutoff date, only shall be entitled to vote through remote e-Voting/e-Voting at the AGM. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.

18. The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at AGM will not be considered.

19. The remote e-voting period commences on **Sunday, August 23, 2026, at 9:00 a.m. (IST) and ends on Wednesday, August 26, 2026, at 5:00 p.m. (IST)**. During remote e-voting period the members holding shares either in physical form or in dematerialized form, as on the cutoff date 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(s) are cast by the member, he/she shall not be allowed to change it subsequently.

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

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system

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 09, 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 DPs. 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.	1. 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. 2. 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. 3. 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 4. 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. 5. 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 App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 e-voting 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 is also 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 and 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	You can also login using the login credentials of your demat account through your DP 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.

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.

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.

   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 user 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 address 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.

21. **General Guidelines for shareholders:**

1. In pursuance of Section 113 of the Act, Institutional shareholders/ Corporate 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 vote, to the Scrutinizer by e-mail to scrutinizer.sba@gmail.com with a copy marked to evoting@nsdl.com. /Corporate 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.

2. 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.

3. 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 or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

4. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-Voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above. 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. 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.

22. **Process for those shareholders whose email address 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 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 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.

23. **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 AGM shall be the same person mentioned for Remote e-voting.

24. **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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

       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 or joining virtual meeting & voting during the meeting.

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. Members who would like to express their views/or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at corporatesecretarial@tbo.com till Friday , August 14, 2026 . Those members who have registered themselves as a speaker will only 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 the AGM. Members who do not wish to speak during the AGM but have queries related to financial statements or other, may send their queries atleast five (5) days in advance before AGM by mentioning their name, demat account number/folio number, PAN, mobile number at corporatesecretarial@tbo.com. These queries will be replied by the Company suitably by email.

25. **OTHER INSTRUCTIONS:**

i. 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 Secretary, as the Scrutinizer to scrutinize the process of remote e-voting process and e-voting during the twentieth (20th) AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

ii. The Scrutinizer shall, after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM or three days, whichever is earlier, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

iii. 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 at www.evoting.nsdl.com after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall disseminate the results on their website.

iv. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Thursday, August 27, 2026.

By Order of the Board of Directors
For **TBO Tek Limited**

Neera Chandak
Company Secretary & Compliance Officer
Membership No.: A21596

Place: Gurugram
Date: July 29, 2026

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

ITEM NO. 3, 4, 5 & 6

Mr. Ravindra Dhariwal, Mr. Rahul Bhatnagar, Ms. Anuranjita Kumar and Mr. Bhaskar Pramanik were appointed as a Non-Executive Independent Director(s) for the first (1st) term of Five (5) consecutive years by the members of the Company with effect from November 24, 2021, till November 23, 2026. Accordingly, they are eligible for re-appointment for a second (2nd) term.

Pursuant to Section 149 and 152 of the Companies Act, 2013 ('Act'), re-appointment of Independent Directors requires approval by members through a special resolution. Further, pursuant to the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of members for re-appointment is required to be obtained at the next general meeting or within three months of the re-appointment, whichever is earlier. Additionally, pursuant to Regulation 17(1A) of SEBI Listing Regulations, with effect from April 1, 2019, appointment/ continuation of directorship of any non-executive director who has attained the age of 75 years requires prior approval of members by way of a special resolution.

Proposal

The Company follows a well-defined and rigorous process for the appointment and re-appointment of Directors. The Nomination and Remuneration Committee ('NRC') oversees Board succession planning and undertakes a holistic evaluation of candidates and incumbent Directors, considering factors such as professional expertise, experience, age, qualifications, leadership attributes, integrity, independence of judgement, time commitment and overall contribution to the Board. The Board further evaluates its overall composition, including the balance of executive and non-executive Directors, diversity, tenure and alignment with the Board-approved skills and competency matrix, with a view to maintaining an effective, diverse and future-ready Board.

Accordingly, based on aforesaid criteria and recommendations of NRC, the Board of Directors approved re-appointment of Non-Executive Independent Directors, not liable to retire by rotation for second (2nd) term as below:

- Mr. Ravindra Dhariwal with effect from November 24, 2026 till September 10, 2027 i.e until he attains the age of Seventy-five (75) years;
- Mr. Rahul Bhatnagar with effect from November 24, 2026, till November 23, 2031;
- Ms. Anuranjita Kumar with effect from November 24, 2026 till November 23, 2031, and;
- Mr. Bhaskar Pramanik with effect from November 24, 2026 till November 23, 2027

'collectively referred to as Independent Directors'

Brief Profile

Mr. Ravindra Dhariwal,

Mr. Ravindra Dhariwal is the Co-founder and Chairman of Sagacito Technologies Private Limited, a data analytics firm that helps enterprises maximize revenues through data-driven insights. Prior to co-founding Sagacito, he served as the Group CEO of Bennett, Coleman & Co. Ltd., India's largest media conglomerate, and as Vice President - Franchise for South East Asia at PepsiCo International. He began his career with Unilever, where he spent over 12 years in sales and marketing management roles across Australia and India.

Mr. Dhariwal holds a Bachelor of Technology in Chemical Engineering from IIT Kanpur and a Postgraduate Diploma in Management (PGDM) from IIM Calcutta.

Mr. Rahul Bhatnagar

Mr. Rahul Bhatnagar brings nearly 40 years of extensive global experience across diverse industries. His expertise spans business strategy and execution, financial management and controls, mergers and acquisitions, taxation, treasury, and marketing intelligence. Over the course of his distinguished career, he has held leadership positions with renowned organizations, including Bharti Enterprises, PepsiCo, and Seagram, and has contributed significantly to their growth and strategic development.

Mr. Bhatnagar is an Associate Member of the Institute of Chartered Accountants of India (ICAI). He also holds a Bachelor's degree in Arts from the University of Delhi and an MBA in Business Administration from the Wharton School, University of Pennsylvania.

Ms. Anuranjita Kumar

Ms. Anuranjita Kumar is the Co-founder and Chief Executive Officer of We-Ace, a platform dedicated to empowering women in the workplace. She brings extensive expertise in human resources and organizational development, built over an illustrious career spanning senior leadership roles across leading global organizations. She has served as Managing Director, Human Resources at the Royal Bank of

Scotland and held key leadership positions at Citi Group. Ms. Kumar is also a member of the Council of Advisors of the American India Foundation, contributing to impactful social initiatives.

Ms. Kumar holds a Post-Graduate Diploma in Personnel Management and Industrial Relations from XLRI, Jamshedpur, and a Bachelor's degree in Psychology from Indraprastha College for Women, University of Delhi.

Mr. Bhaskar Pramanik

Mr. Bhaskar Pramanik is a seasoned technology leader, entrepreneur, and tech disruptor with over 45 years of experience across India, Singapore, and the United States. He has held several senior national and global leadership positions, including Chairman of Microsoft India, Managing Director of Oracle Corporation India and Sun Microsystems India, and Global Vice President – Commercial Systems at Sun Microsystems Inc., USA. He currently serves as an Independent Director and Advisor to several companies and is an investor in technology start-ups.

Over the course of his distinguished career, he has served on the Board of the State Bank of India and has been a member of the Executive Committee of NASSCOM and the National Committees of CII and AMCHAM. He is also a member of the Advisory Boards of Schulich University, Toronto, and Bennett University, Noida, and serves on the boards of several companies, including Unity Small Finance Bank Limited and NAB Global Innovation Centre India Private Limited.

Mr. Pramanik holds a Bachelor's degree from the Indian Institute of Technology Kanpur and has completed the Advanced Marketing Management Program at Stanford University.

The complete profiles of the Directors are available on the website of the Company at https://www.tbo.com/board-of-directors

Attendance in Board & Committee Meeting(s)

Mr. Ravindra Dhariwal

Meetings	FY 2025-26	FY 2024-25	FY 2023-24
Board Meeting	8/8	8/8	6/6
Audit Committee	5/5	5/5	4/4
Nomination & Remuneration Committee	3/3	4/4	3/3
Corporate Social Responsibility^	NA	2/2	2/2
Risk Management Committee*	NA	2/2	*

^Ceased to be member of the Committee w.e.f November 12, 2024

*Ceased to be member of the Committee w.e.f November 12, 2024 & No Meeting held during the FY 23-24.

Mr. Rahul Bhatnagar

Meetings	FY 2025-26	FY 2024-25	FY 2023-24
Board Meeting	7/8	8/8	6/6
Audit Committee	5/5	5/5	4/4
Corporate Social Responsibility	1/1	2/2	2/2
Risk Management Committee	1/1	2/2	#
Nomination & Remuneration Committee*	NA	3/3	2/3

*Ceased to be a member of the Committee w.e.f November 12, 2024.

No meeting held during the FY 23-24

Ms. Anuranjita Kumar

Meetings	FY 2025-26	FY 2024-25	FY 2023-24
Board Meeting	8/8	7/8	3/6
Stakeholder's Relationship Committee^	3/3	NA	NA
Audit Committee	5/5	4/5	3/4
Nomination & Remuneration Committee*	NA	3/3	3/3
Corporate Social Responsibility Committee&	NA	2/2	1/2

*Ceased to be member of the Committee w.e.f November 12, 2024.

^Inducted as member of the Committee w.e.f November 16, 2024 &Ceased to be member of the Committee w.e.f November 12, 2024

Mr. Bhaskar Pramanik

Meetings	FY 2025-26	FY 2024-25	FY 2023-24
Board Meeting	8/8	8/8	6/6
Stakeholder's Relationship Committee*	NA	2/2	1/1
Audit Committee	5/5	5/5	4/4
Nomination & Remuneration Committee^	3/3	1/1	NA
Innovation Committee	2/2	#	NA
Risk Management Committee$	NA	2/2	#

*Ceased to be member of the Committee w.e.f November 16, 2024

^ Appointed as the member of the Committee w.e.f November 12, 2024

$ Ceased to be member of the Committee w.e.f November 12, 2024

No meeting held during the FY 2024-25 and FY 2023-24

Contribution to the Company

During their current tenure, the Independent Directors have made meaningful contributions to the Board deliberations and strategic oversight, particularly in the areas of:

a) Financial oversight

b) Strategy and business transformation;

c) Risk management and mitigation;

d) Stakeholder Management; and

e) Governance and regulatory oversight.

They bring a balanced, objective and forward-looking perspective to the Board discussions, thereby enhancing its quality and decision-making. They have also demonstrated strong commitment, as evidenced by active participation and excellent attendance at the Board and Committee meetings, as well as constructive interactions with the management team. Their experience and mentorship continue to be of considerable value to the Company.

Performance Evaluation

The NRC and the Board have conducted the performance evaluation of Independent Directors in accordance with the evaluation framework adopted by the Company. The evaluation, inter-alia, covered their qualifications, experience, understanding of the Company's business and industry, participation in Board and Committee deliberations and openness to diverse perspectives. Based on the outcome of the performance evaluation, the NRC and the Board are of the view that they make valuable contributions to the Board and that their continued association would be beneficial to the Company.

Rationale for Re-appointment

While recommending re-appointment of Independent Directors, the NRC and the Board have considered, inter alia:

a) Their active participation and engagement in Board processes;

b) The positive outcome of their performance evaluation;

c) Their contribution to the deliberations of the Board and Committees;

d) The need for continuity and stability at the Board level, particularly in the context of the Company's growth plans.

e) Their continued independence and ability to exercise objective and impartial judgment in the best interests of the Company;

f) Their skills, expertise and experience, which continue to be aligned with the Company's strategic priorities and governance requirements; and

g) Their integrity, commitment and continued dedication towards discharging their duties and responsibilities as Independent Directors.

Mr. Bhaskar Pramanik has attained the age of seventy five (75) years and, accordingly, his continuation as an Independent Director requires approval of the Members by way of a Special Resolution pursuant to Regulation 17(1A) of the Listing Regulations. Having regard to the rationale set out above, the Board is satisfied that his continued association is in the best interests of the Company and its shareholders.

Disclosures and confirmations

The Company has also received, inter-alia, the following disclosures/ declarations:

a) a notice under Section 160 of the Act proposing candidature of Independent Directors;

b) consent in writing for re-appointment for second (2^{nd}) term;

c) intimation in Form DIR-8 to the effect that they are not disqualified from being re-appointed as Independent directors in terms of section 164 of the Act;

d) confirmation that they are neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by SEBI or any such other authority;

e) Confirmation that they meet criteria of Independence

f) there is no inter-se relationship; and

g) The Independent Directors do not hold any shares in the Company

The Board recommends the resolutions as set out in item no. 3, 4, 5 and 6 for approval of the members as a special resolution.

Except for Mr. Ravindra Dhariwal, Mr. Rahul Bhatnagar, Ms. Anuranjita Kumar and Mr. Bhaskar Pramanik and/or their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution(s).

ITEM NO. 7

Upon the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on July 29, 2026, has approved the following remuneration payable to the Non-Executive Directors, including Independent Directors, for a period not exceeding three (3) years, with effect from April 01, 2026, subject to the approval of members of the Company.

Particulars	Amount (INR)
Sitting fees for Board meetings	1,00,000
Sitting fees for Committee meetings	75,000
Maximum commission payable to Chairman of the Board	4,500,000
Maximum commission payable to Non-Executive Director/ Independent Director	3,800,000
Maximum remuneration* payable to Chairman of the Board	5,700,000
Maximum remuneration* payable to Non-Executive Director/ Independent Director	5,000,000

*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

i)	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.
ii)	Date or expected date of Commercial Production	November 06, 2006
iii)	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 Mn)

Particulars	FY 2026	FY 2025	FY 2024
Revenue from operations	5,838.27	5,759.43	5,389.60
Profit before tax	757.18	779.86	632.21
Profit after tax	564.83	568.23	471.78
Share capital	108.59	108.59	104.24
Net worth	8,643.46	7,855.61	3,155.10

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

i)	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.
ii)	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.
iii)	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 Board recommends the resolution set out at item no. 7 for approval of the members as a Special Resolution.

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.

ANNEXURE-A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed/re-appointed:

Name of Director and Designation	Mr. Ankush Nijhawan, Joint Managing Director
DIN	01112570
Date of Birth and Age	24/10/1977 (48 Years)
Nationality	Indian
Qualification	He holds a bachelor's degree of science in business administration, with a major in marketing and a minor in psychology from Bryant University.
Brief Profile	Refer to the Explanatory Statement
Terms and Conditions of appointment/ re-appointment	Five years w.e.f April 01, 2024, till March 31, 2029, liable to retire by rotation
Details of Remuneration sought to be paid	As per the resolution approved by the members in the Extra-Ordinary General Meeting held on November 04, 2023
Last Remuneration drawn (Per Annum)	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2026
Experience and Expertise	He has experience in the travel industry and is one of the co-founders of the Company. He is the chairperson for FICCI's Outbound Tourism Committee. He is a member of Young President's Organization. He has appeared on CNBC-TV18's show titled 'Young Turks'. He has been named amongst the '40 Most Influential Indians under 40 2016-17' by URS Asia One. He has also been facilitated by the Economic Times as 'The Game Changers of India' for his revolutionary and unconventional contribution to Indian industry.
Date of first appointment on the Board	He was first appointed on the Board on March 12, 2007 and subsequent re-appointment on November 04, 2023.
No. of equity shares held in the Company* (including shareholding as beneficial owner)	651,503 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no Inter se relationship with other directors and KMPs of the Company
Number of Board Meetings attended during FY 2025-26	8/8
Other Directorships, Membership/ Chairmanship of Committees of other Boards* (Including TBO Tek Limited)	**Directorship details:** LAP Travel Private Limited TBO Tek Limited NB Technologies Private Limited ***Committee details:*** **TBO TEK Limited** • Corporate Social Responsibility – Chairman • Audit Committee - Member • Stakeholders' Relationship Committee- Member • Risk Management Committee- Member • Innovation Committee- Member
Listed entities from which the Director has resigned in the past three years	None

Name of Director and Designation	Mr. Ravindra Dhariwal, Chairman and Non-Executive Independent Director
DIN	00003922
Date of Birth and Age	11/09/1952 (73 years)
Nationality	Indian
Qualification	He holds a bachelor's degree of technology in chemical engineering from Indian Institute of Technology, Kanpur and holds a post-graduate diploma in management from Indian Institute of Management
Brief Profile	Refer to the Explanatory Statement
Terms and Conditions of appointment/ re-appointment	Re-appointment as a Non-Executive Independent Director for a Second (2nd) term w.e.f November 24, 2026 to September 10, 2027 i.e until he attains the age of 75 years.
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board of Directors and members of the Company
Last Remuneration drawn (Per Annum)	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2026
Experience and Expertise	Experience in the field of strategy, organization development, marketing and brand Management. He is the co-founder and Chairman of Sagacito Technologies Private Limited a data analytics firm specialising in helping enterprises maximise their revenues. Before co-founding Sagacito, he was the Group CEO of Bennett, Coleman & Co., India's largest media entity, with diversified media platforms. He was also the vice president of franchise for South East Asia at Pepsico International.
Date of first appointment on the Board	He was first appointed on the Board on November 24, 2021
No. of equity shares held in the Company* (including shareholding as beneficial owner)	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no Inter se relationship with other directors and KMPs of the Company
Number of Board Meetings attended during FY 2025-26	8/8
Other Directorships, Membership/ Chairmanship of Committees of other Boards * (Including TBO Tek Limited)	**Directorship details:** • TBO Tek Limited • IRB Infrastructure Development Limited • Sheela Foam Limited • Sagacito Technologies Private Limited • House of Kieraya Limited • EBCO Private Limited **Committee details:** **Sheela Foam Limited** • Nomination and Remuneration Committee- Chairman • Audit Committee- Member **TBO Tek Limited** • Audit Committee - Member • Nomination and Remuneration Committee- Member **House of Kieraya Limited** • Audit Committee- Chairman • Nomination and Remuneration Committee- Member
Listed entities from which the Director has resigned in the past three (3) years	• ACME Solar Holdings Limited • Bata India Limited • Raymond Lifestyle Limited • Kurlon Enterprise Limited (Amalgamated)

Name of Director and Designation	Mr. Rahul Bhatnagar, Non-Executive Independent Director
DIN	07268064
Date of Birth and Age	29/03/1958 (68 Years)
Nationality	Indian
Qualification	He holds a bachelor's degree in arts from the University of Delhi and a master's degree in business administration from Wharton School, University of Pennsylvania. He is also an associate member of the Institute of Chartered Accountants of India
Brief Profile	Refer to the Explanatory Statement
Terms and Conditions of appointment/ re-appointment	Re-appointment as a Non-Executive Independent Director for Second (2nd) term of five (5) Consecutive years commencing from November 24, 2026 to November 23, 2031
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board of Directors and members of the Company
Last Remuneration drawn (Per Annum)	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2026
Experience and Expertise	He has around 40 years of extensive and rich global experience, spread across diverse industries. His experience spans Business Strategy and Execution, Financial Management and Controls, M&A, Taxation, Treasury, Marketing Intelligence etc. in Companies like Bharti Enterprises, Pepsico, Seagram, Nestle.
Date of first appointment on the Board	He was first appointed on the Board on November 24, 2021
No. of equity shares held in the Company* (including shareholding as beneficial owner)	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no Inter se relationship with other directors and KMPs of the Company
Number of Board Meetings attended during FY 2025-26	7/8
Other Directorships, Membership/ Chairmanship of Committees of other Boards* (Including TBO Tek Limited)	**Directorship Details:** • TBO Tek Limited • Rossel India Limited • Sanofi India Limited • Whirlpool of India Limited • Tasty Bite Eatables Limited **Committee details:** **TBO Tek Limited** • Audit Committee- Chairman • Corporate Social Responsibility Committee - Member • Risk Management Committee- Member **Rossel India Limited** • Audit Committee - Chairman • Corporate and Social Responsibility - Member • Nomination and Remuneration Committee - Member • Risk Management Committee - Member

	Whirlpool of India Limited • Audit Committee - Chairman • Nomination and Remuneration Committee - Member • Corporate and Social Responsibility Committee - Member **Tasty Bite Eatables Limited** • Audit Committee - Chairman • Nomination and Remuneration Committee - Member • Corporate Social Responsibility - Member • Risk Management Committee - Member • Stakeholders' Relationship Committee - Member
Listed entities from which the Director has resigned in the past three years	None

Name of Director and Designation	Ms. Anuranjita Kumar, Non-Executive Independent Director
DIN	05283847
Date of Birth and Age	02-11-1971 (54 Years)
Nationality	Indian
Qualification	She holds a bachelor's degree of arts in psychology from Indraprastha College for Women, University of Delhi and has a post graduate diploma in personnel management and industrial relations from XLRI, Jamshedpur.
Brief Profile	Refer to the Explanatory Statement
Terms and Conditions of appointment/ re-appointment	Re-appointment as a Non-Executive Independent Director for a second (2nd) term of five (5) Consecutive years commencing from November 24, 2026 to November 23, 2031.
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board of Directors and members of the Company
Last Remuneration drawn (Per Annum)	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2026
Experience and Expertise	Experience in Human resource. She is the Co-founder and Chief Executive Officer of We-Ace, a platform dedicated to empowering women in the workplace. Over the course of her illustrious career, Ms. Kumar has held prominent roles, including Managing Director of the Human Resources Department at the Royal Bank of Scotland and key leadership positions at Citi Group. She is also a member of the Council of Advisors for the American India Foundation, contributing to impactful social initiatives.
Date of first appointment on the Board	She was first appointed on the Board on November 24, 2021
No. of equity shares held in the Company* (including shareholding as beneficial owner)	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no Inter se relationship with other directors and KMPs of the Company
Number of Board Meetings attended during FY 2025-26	8/8
Other Directorships, Membership/ Chairmanship of Committees of other Boards* (Including TBO Tek Limited)	**Directorship Details:** • TBO Tek Limited • Northcap Services Private Limited • Hero Fincorp Limited • Credla Financial Services Limited • ACME Solar Holdings Limited • ICRA Limited **Committee details:** **TBO Tek Limited** • Stakeholder's Relationship Committee - Chairperson • Audit Committee - Member **Hero Fincorp Limited** • Nomination and Remuneration Committee - Member

	Credla Financial Services Limited • Audit Committee - Member • Risk Committee - Member • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Chairperson **ACME Solar Holdings Limited** • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Chairperson • Audit Committee - Member **ICRA Limited** • Audit Committee - Member • Nomination and Remuneration Committee-Chairperson • Corporate Social Responsibility Committee - Chairperson • Stakeholders' and Relationship Committee-Member
Listed entities from which the Director has resigned in the past three years	NIL

Name of Director and Designation	Mr. Bhaskar Pramanik and Non-Executive Independent Director
DIN	00316650
Date of Birth and Age	20/03/1951 (75 years)
Nationality	Indian
Qualification	He holds a bachelor's degree from IIT Kanpur, and the Stanford University's Advanced Marketing Management Program.
Brief Profile	Refer to the Explanatory Statement
Terms and Conditions of appointment/ re-appointment	Re-appointment as a Non-Executive Independent Director for a Second (2nd) term w.e.f November 24, 2026 to November 23, 2027
Details of Remuneration sought to be paid	Eligible for sitting fees and commission, as approved by the Board of Directors and members of the Company
Last Remuneration drawn (Per Annum	As mentioned in the Corporate Governance Report which forms part of the Annual Report for FY 2026
Experience and Expertise	Experience in the technology sector, with an accomplished career spanning leadership roles across India, Singapore, and the United States. He has held several prominent positions with leading multinational technology companies, including Chairman of Microsoft India, Managing Director of Oracle Corporation India and Sun Microsystems India, and Global Vice President – Commercial Systems at Sun Microsystems Inc., USA. He currently serves as an Independent Director and Advisor to several companies and mentors emerging technology ventures through his investments in start-ups.
Date of first appointment on the Board	He was first appointed on the Board on November 24, 2021
No. of equity shares held in the Company* (including shareholding as beneficial owner	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no Inter se relationship with other directors and KMPs of the Company
Number of Board Meetings attended during FY 2025-26	8/8
Other Directorships, Membership/ Chairmanship of Committees of other Boards*	**Directorship details:** • Cordillera Hospitality Private Limited • NAB Global Innovation Centre India Private Limited • MYYTAKE Private Limited • MYY Sports Private Limited • Curebay Technologies Private Ltd **Committee details:** **TBO Tek Limited** • Nomination and Remuneration Committee- Chairman • Audit Committee - Member
Listed entities from which the Director has resigned in the past three years	• Royal Orchid Hotels Limited; • Route Mobile Limited • TCNS Clothing Co. Ltd • Unity Small Finance Bank Limited