

May 15, 2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra, India
Scrip Code: 544174

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra, India
Scrip Symbol: TBOTEK

Sub: Monitoring Agency Report for the quarter ended March 31, 2025

Dear Sir/ Madam,

Pursuant to Regulation 32(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 41(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, we are enclosing herewith the Monitoring Agency Report issued by CARE Ratings Limited, the Monitoring Agency, for the quarter ended March 31, 2025, which was duly reviewed and taken on record by the Audit Committee and Board of Directors of the Company on May 15, 2025.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For and on behalf of TBO Tek Limited

Neera Chandak
Company Secretary

Encl.: As above

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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Monitoring Agency (MA) report

No. CARE/NRO/GEN/2025-26/1032

The Board of Directors

TBO Tek Limited

728, Udyog Vihar, Phase-5,
Gurgaon, Haryana, 122016

May 15, 2025

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the IPO (Initial Public Offer) of TBO Tek Limited ("the Company")

We write in our capacity of Monitoring Agency for the Initial Public Offer (IPO) Fresh Issue for the amount aggregating to Rs.400.00 crore of the Company and refer to our duties cast under Regulation 41 of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended March 31, 2025, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated April 16, 2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

Dhruv Mittal

Dhruv Mittal

Assistant Director

dhruv.mittal@careedge.in

Report of the Monitoring Agency

Name of the issuer: TBO Tek Limited

For quarter ended: March 31, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:

Name and designation of the Authorized Signatory: Dhruv Mittal

Designation of Authorized person/Signing Authority: Assistant Director

1) Issuer Details:

Name of the issuer : TBO Tek Limited
 Name of the promoter : Mr. Ankush Nijhawan, Mr. Gaurav Bhatnagar, Mr. Manish Dhingra, Mr. Arjun Nijhawan and LAP Travel Private Limited
 Industry/sector to which it belongs : Leisure services - Tour, Travel related services

2) Issue Details

Issue Period : May 08, 2024, to May 10, 2024
 Type of issue (public/rights) : Initial Public Offer
 Type of specified securities : Equity shares
 IPO Grading, if any : Not Applicable
 Issue size (in crore) : Rs. 400.00 crore (gross proceeds of fresh issue)

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	CA Certificate*, Management certificate, Bank statements	All the proceeds from the public issue have been utilized as per objectives mentioned in the offer document.	No comments
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	No material deviation	CA Certificate*, Management certificate, Bank statements	Not applicable	No comments
Whether the means of finance for the disclosed objects of the issue have changed?	No	CA Certificate*, Management certificate	Not applicable	No comments
Is there any major deviation observed over the earlier monitoring agency reports?	No	Not applicable	Not applicable	No comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Not applicable	Not applicable	No comments
Whether all arrangements pertaining to technical assistance/ collaboration are in operation?	Not applicable	Not applicable	Not applicable	No comments
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not applicable	Not applicable	No comments

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	Offer document, Bank statements, CA certificate* and Management certificate	There is delay in the implementation of some of the objects as specified in the offer document and details have been tabulated on page no.10 below.	Noted. Refer comments below along with respective table.
		Management declaration on stock exchange	Vide corporate announcement dated April 08, 2025, the company informed stock exchange that as per letter received by the company from Reserve Bank of India (RBI), the application filed by the company seeking post facto approval in relation to the alleged violation under Foreign Exchange Management Act, 1999, could not be acceded to. (**)	The company is evaluating the available options in consultation with its advisors and is in the process of seeking guidance from the RBI to determine the appropriate course of action.

* CA certificate dated April 30, 2025, from M/s N B T and Co, Chartered Accountants (certified by peer reviewed board of The Institute of Chartered Accountants of India (ICAI)).

**The company had received summons under FEMA requesting information but not limited to transactions with persons/ companies/ travel agents residing outside of India. The complaint alleged, among other things, that the company permitted foreign travel agents to book tickets with airlines and accepts payment for such services in Indian Rupees (INR) from parties other than to whom services were rendered, which is in violation of FEMA to the extent of Rs.49.37 crore. The company has identified that the total amounts of contravention including transactions with other customers were Rs.71.23 crore. FEMA provides for maximum penalty of thrice of the amount involved in contravention. The company had filed an application for compounding this matter with RBI during fiscal year 2023-24. In response to the above-mentioned compounding application, RBI had directed the company to regularize the transactions by obtaining either post facto approval from RBI or unwinding the transactions.

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised.
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4)Details of objects to be monitored:

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of firm arrangements made
1.	Growth and strengthening of our platform by adding new Buyers and Suppliers							
a.	Investment in technology and data solutions by our Company.	CA Certificate*, Management certificate and Offer documents	135.00	Not applicable	Not applicable	No comments	No comments	No comments
b.	Investment in our Material Subsidiary, Tek Travels DMCC, for onboarding platform users through marketing and promotional activities; and hiring sales and contracting personnel for augmenting our Supplier and Buyer base outside India.	CA Certificate*, Management certificate and Offer documents	100.00	Not applicable	Not applicable	No comments	No comments	No comments
c.	Investment in sales, marketing and infrastructure to support organization's growth plans in India.	CA Certificate*, Management certificate and Offer documents	25.00	Not applicable	Not applicable	No comments	No comments	No comments
2.	Unidentified inorganic acquisitions and general corporate purposes							
a.	Unidentified inorganic acquisitions	CA Certificate*, Management certificate and Offer documents	40.00	Not applicable	Not applicable	No comments	No comments	No comments
b.	General corporate purposes	CA Certificate*, Management certificate and Offer documents	81.06	Not applicable	Not applicable	No comments	No comments	No comments
3.	Issue related expenses	CA Certificate*, Management certificate and Offer documents	18.94	Not applicable	Not applicable	No comments	No comments	No comments
Total (Gross proceeds)			400.00					

*CA certificate dated April 30, 2025, from M/s N B T and Co, Chartered Accountants (certified by peer reviewed board of ICAI).

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Growth and strengthening of our platform by adding new Buyers and Suppliers									
a.	Investment in technology and data solutions by our Company.	CA Certificate*, Management certificate, Bank Statements	135.00	57.08	20.83	77.91	57.09	Out of the total amount of Rs.20.83 crore, the company had utilized (a) Rs.15.32 crore towards the payroll expense of platform employees (b) Rs.3.62 crore towards charges for hosting and bandwidth (c) Rs.1.23 crore towards software license fee, and balance (d) Rs.0.66 crore for information technology (IT) related repairs and maintenance. All these expenses have been incurred as per object clause**.	No comments	No comments
b.	Investment in our Material Subsidiary, Tek Travels DMCC, for onboarding platform users through marketing and promotional activities; and hiring sales and contracting personnel for augmenting our Supplier and Buyer base outside India.	CA Certificate*, Management certificate, Bank Statements	100.00	-	-	-	100.00	Nil amount utilized during Q4FY25.	No comments	No comments
c.	Investment in sales, marketing and infrastructure to support organization's growth plans in India.	CA Certificate*, Management certificate, Bank Statements	25.00	0.82	1.87	2.69	22.31	Amounts of Rs.1.87 crore have been utilized towards events, exhibitions, sales and marketing expenses which is as per the object clause	No comments	No comments

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
2.	Unidentified inorganic acquisitions and general corporate purposes									
a.	Unidentified inorganic acquisitions	CA Certificate*, Management certificate, Bank Statements	40.00	-	-	-	40.00	Nil amount spent during Q4FY25.	No comments	No comments
b.	General corporate purposes	CA Certificate*, Management certificate, Bank Statements	81.06	-	-	-	81.06	Nil amount spent during Q4FY25.	No comments	No comments
3.	Issue related expense	CA Certificate*, Management certificate, Bank Statements	18.94	13.17	4.63	17.80	1.14	1. The total amount utilized from allotment account towards issue-related expenses, during Q4FY25, was Rs.17.95 crore and same has been proportionately apportioned between the 'fresh issue' and the 'offer for sale'. Hence, the amount of Rs.4.63 crore is attributable to proceeds utilized for issue-related expenses pertaining to fresh issue. 2. The total amount (net of the tax deducted at source (TDS)) stands at Rs.16.43 crore. Out of this, an amount of Rs.0.09 crore was paid through current account in March 2025 and later reimbursed from the allotment account. Balance sum of	No comments	No comments

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
								Rs.16.34 crore was paid directly from the allotment account. 3. TDS on issue related expenses of Rs.1.52 crore was transferred to current account and deposited to statutory authorities in March 2025.		
Total (Gross proceeds)			400.00	71.07	27.33	98.40	301.60			

*CA certificate dated April 30, 2025, from M/s N B T and Co, Chartered Accountants (certified by peer reviewed board of ICAI).

**As per the object clause in the offer document, the item head "investment in technology and data solutions by our Company" is intended to be utilized towards (a) Data solutions through hiring of personnel to the tune of Rs.100.00 crore and (b) Cost of technology (i.e. payment to vendors, license and maintenance fee, hosting and bandwidth charges) to the tune of Rs.35.00 crore. Till Q4FY25, the company has utilised an amount of Rs.58.01 crore towards "Data solutions through hiring of personnel" and balance Rs.19.90 crore towards "Cost of technology (i.e. payment to vendors, license and maintenance fee, hosting and bandwidth charges)".

Note: Out of the total utilisation of gross proceeds (excluding issue-related expenses) during Q4FY25 of Rs.22.70 crore, the amounts aggregating Rs.17.51 crore (platform employees' payroll expense: Rs.12.74 crore and other objects: Rs.4.77 crore) have been directly utilized by the company from monitoring account during Q4FY25, and the remaining amounts aggregating Rs.5.20 crore (platform employees' salary deductions, such as income tax, provident fund deductions, etc.: Rs.2.58 crore and other objects: Rs.2.62 crore) have been incurred from current accounts during the periods, August (2024) to March (2025) and later reimbursed from monitoring account in March 2025 [the amounts incurred from current accounts during August (2024) to December (2024) and later reimbursed, were aggregating Rs.0.15 crore]. Since there were numerous other debits and credits in the current accounts and also due to consolidated amount entries, we were not directly able to ascertain the utilization of proceeds reimbursed to the current accounts. The company has submitted to us that all the funds have been utilized in line with the offer documents and has submitted documents including CA certificate, bank account statements and management certificate highlighting the specific transactions for the same.

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (in crore)	Maturity date	Earning (in crore)	Return on Investment (%)	Market value as at the end of quarter (in crore)
1	Fixed Deposit with Yes Bank – 102540300047194	20.00	May 16, 2025	0.55	7.40%	20.55
2	Fixed Deposit with Yes Bank – 102540600017563	15.00	May 17, 2025	0.98	7.50%	15.98
3	Fixed Deposit with Yes Bank – 102540600017593	10.00	May 17, 2025	0.65	7.50%	10.65
4	Fixed Deposit with Yes Bank – 102540600017583	10.00	May 17, 2025	0.65	7.50%	10.65

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (in crore)	Maturity date	Earning (in crore)	Return on Investment (%)	Market value as at the end of quarter (in crore)
5	Fixed Deposit with Yes Bank – 102540600017573	10.00	May 17, 2025	0.65	7.50%	10.65
6	Fixed Deposit with Yes Bank – 102540300051065	8.00	April 29, 2025	0.00	6.40%	8.00
7	Fixed Deposit with Yes Bank – 102540300051075	1.00	April 19, 2025	0.00	3.70%	1.00
8	Fixed Deposit with HDFC Bank – 50300973647611	20.00	May 17, 2025	1.29	7.40%	21.29
9	Fixed Deposit with HDFC Bank – 50301129971605	19.00	September 20, 2025	0.05	6.85%	19.05
10	Fixed Deposit with HDFC Bank – 50300973645380	15.00	May 17, 2025	0.96	7.40%	15.96
11	Fixed Deposit with HDFC Bank – 50300973639704	10.00	May 17, 2025	0.64	7.40%	10.64
12	Fixed Deposit with HDFC Bank – 50300973641187	10.00	May 17, 2025	0.64	7.40%	10.64
13	Fixed Deposit with HDFC Bank – 50301099594295	4.00	July 19, 2025	0.06	6.85%	4.06
14	Fixed Deposit with HDFC Bank – 50301099595947	4.00	July 19, 2025	0.06	6.85%	4.06
15	Fixed Deposit with HDFC Bank – 50301099596940	4.00	July 19, 2025	0.06	6.85%	4.06
16	Fixed Deposit with HDFC Bank – 50301099597660	4.00	July 19, 2025	0.06	6.85%	4.06
17	Fixed Deposit with HDFC Bank – 50301099598535	4.00	July 19, 2025	0.06	6.85%	4.06
18	Fixed Deposit with HDFC Bank – 50301099599449	4.00	July 19, 2025	0.06	6.85%	4.06
19	Fixed Deposit with HDFC Bank – 50301099601475	1.00	July 19, 2025	0.01	5.75%	1.01
20	Fixed Deposit with ICICI Bank – 114513020645	25.00	May 17, 2025	1.61	7.40%	26.61
21	Fixed Deposit with ICICI Bank – 114510010461	1.00	April 07, 2025	0.00	3.00%	1.00
22	Current Account – Yes Bank – 001684000002693	1.45*	-	-	-	1.45
23	Current Account – Standard Chartered Bank – 01239757702 (Currency denominated in AED)	98.96**	-	-	-	98.96
24	Allotment Account – ICICI Bank – 245105002266	5.17***	-	-	-	5.17
25	Monitoring Account – Yes Bank – 102581300000800	0.08	-	-	-	0.08
	Total unutilized gross proceeds	304.66		9.04		313.70

*As on March 31, 2025, the current account had credit balance of Rs.46.17 crore, out of which Rs.1.45 crore pertains to unutilized gross proceeds transferred to this current account from the Monitoring Account on March 31, 2025, for subsequent payments made from current accounts during April 2025.

**During March 2025, the company had remitted funds to the tune of AED 4.11 crore (equivalent to ~Rs.98.96 crore (including bank charges paid of Rs.0.25 lac)) to material-wholly-owned subsidiary, viz. Tek Travels DMCC, for utilization towards stated object in subsequent quarters. The amount transferred is lying as balance in the current account of Tek Travels DMCC.

***As on March 31, 2025, balance in Allotment account (ICICI Public Offer Account) of Rs.5.17 crore represents: (a) amount yet to be transferred by the company to the Monitoring account of Rs.0.97 crore, (b) unutilized portion of issue-related expenses pertaining to fresh issue of Rs.1.14 crore and (c) unutilized portion of issue-related expenses pertaining to selling shareholders (under offer for sale) of Rs.3.03 crore. Further, an amount of Rs.0.03 crore is yet to be transferred by the company to the Selling Shareholders.

(iv) Delay in implementation of the object(s) –

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document	Actual		Reason of delay	Proposed course of action
Growth and strengthening of our platform by adding new Buyers and Suppliers					
Investment in technology and data solutions by our Company.	To be utilized in FY25: Rs.46.00 crore FY26: Rs.89.00 crore	FY25: Rs.77.91 crore FY26: Ongoing	Not applicable	No comments	No comments
Investment in our Material Subsidiary, Tek Travels DMCC, for onboarding platform users through marketing and promotional activities; and hiring sales and contracting personnel for augmenting our Supplier and Buyer base outside India.	To be utilized in FY25: Rs.50.00 crore FY26: Rs.50.00 crore	FY25: Nil FY26: Ongoing	Delay (exact number of days of delay not ascertainable)	Procedural delay in transfer of funds to Tek Travels DMCC.	Funds have now been transferred to Tek travels DMCC and shall be utilised in FY26.
Investment in sales, marketing and infrastructure to support organization's growth plans in India.	To be utilized in FY25: Rs.10.00 crore FY26: Rs.15.00 crore	FY25: Rs.2.69 crore FY26: Ongoing	Delay (exact number of days of delay not ascertainable)	The company has prudently utilized a lower amount during FY25, in line with the current operational requirements.	The company plans to utilize the remaining proceeds in FY26.
Unidentified inorganic acquisitions and general corporate purposes					
Unidentified inorganic acquisitions	To be utilized over a period of two Financial Years from the date of listing of the Equity Shares (i.e., during FY25 and FY26)	Ongoing	Not applicable	No comments	No comments
General corporate purposes	To be utilized in FY25: Rs.10.00 crore FY26: Rs.71.06 crore	FY25: Nil FY26: Ongoing	Delay (exact number of days of delay not ascertainable)	The company has strategically decided to defer the utilisation of the amount allocated towards General corporate purposes.	The company plans to utilize proceeds in FY26.
Issue related expenses	No timeline specified in offer document	No timeline specified in offer document	Not applicable	No comments	No comments

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No.	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
Nil amount spent during Q4FY25.					No comments

Disclaimers to MA report:

- a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as "**Monitoring Agency/ MA**"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.
- e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.