

August 23, 2024

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 051, 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 - 400 001, Maharashtra, India  
Scrip Symbol: TBOTEK

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")- Amendment to Articles of Association of the Company**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI Listing Regulations, we would like to inform you that the shareholders of the Company, in their 18<sup>th</sup> Annual General Meeting held today, i.e., on August 23, 2024, have approved the amendment to the Articles of Association ("AoA") of the Company. The brief details of the amendment to the AoA are enclosed herewith as Annexure.

Request you to kindly take the same on record.

Thanking you,

**For TBO Tek Limited**

**Neera Chandak**  
**Company Secretary and Compliance officer**

**Summary of amendments to the Articles of Association (“AoA”) of the Company**

1. Preamble - Latest date of special resolution amending the AoA has been added. Owing to the listing of the equity shares of the Company, the Part B stands terminated; hence deleted.
2. Heading Part A deleted.
3. Definition of Subsidiary has been added as the reference of the same is used in the AoA.
4. Forfeiture of Shares (Articles 55), Alteration of Capital (Article 75) – Amendments have been made for conciseness of language and clarity.
5. Insertion of new Article 103A as follows:

**103A DIRECTOR NOMINATION RIGHTS:**

Subject to Article 103 above:

- a) So long as Gaurav Bhatnagar and Manish Dhingra (together, the “GM Group”) are (a) identified as promoters of the Company; and (b) together with their respective affiliates, hold such number of shares of the Company constituting at least 7.5% (seven point five per cent) of the equity share capital of the Company (“Nomination Threshold”), the GM Group shall be entitled to nominate 1 (one) Director (“GM Group Nominee Director”) on the Board, provided that, for as long as Gaurav Bhatnagar holds an executive position with the Company and/ or its subsidiary, the GM Group shall only nominate Gaurav Bhatnagar as the GM Group nominee Director and as an executive director on the Board. Provided however that, in the event Gaurav Bhatnagar ceases to hold an executive position in the Company and any of its Subsidiaries but the GM Group continues to hold the Nomination Threshold, the GM Group shall be entitled to nominate 1 (one) non-executive GM Group Nominee Director on the Board, which shall be Gaurav Bhatnagar (except in case of death or disability of Gaurav Bhatnagar or where Gaurav Bhatnagar is unwilling to act as a Director). Such GM Group Nominee Director shall be liable to retire by rotation subject to re-appointment, in accordance with applicable law, and any such retirement shall be without prejudice to the right of the GM Group to nominate the GM Group Nominee Director for so long as the GM Group holds the Nomination Threshold. For the avoidance of doubt, the GM Group shall cease to have the right to appoint the GM Group Nominee Director in compliance with the aforementioned provision, once the aggregate

**TBO Tek Limited**

**info@tbo.com | +91 124 4998999**

**CIN: L74999DL2006PLC155233 | Registered Office Address: E-78 South Extension Part- I, New Delhi-110049, India,**

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shareholding of the GM Group falls below the Nomination Threshold, provided that the GM Group Nominee Director shall be entitled to continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of applicable laws.

- b) So long as Ankush Nijhawan and/or Lap Travel Private Limited are (a) identified as promoters of the Company and; (b) together with their respective affiliates (collectively, the “AL Group”), hold such number of Shares which is at least the Nomination Threshold, the AL Group shall be entitled to nominate 1 (one) Director (“AL Group Nominee Director”) on the Board, provided that, for as long as Ankush Nijhawan holds an executive position with the Company and/or its subsidiary, the AL Group shall only nominate Ankush Nijhawan as the AL Group nominee Director and as an executive director on the Board. Provided however that, in the event Ankush Nijhawan ceases to hold an executive position in the Company and any of its subsidiaries, but the AL Group continues to hold the Nomination Threshold, the AL Group shall be entitled to nominate 1 (one) non-executive AL Group Nominee Director on the Board, which shall be Ankush Nijhawan (except in case of death or disability of Ankush Nijhawan or where Ankush Nijhawan is unwilling to act as a Director). Such AL Group Nominee Director shall be liable to retire by rotation subject to re-appointment, in accordance with applicable Law, and any such retirement shall be without prejudice to the right of the AL Group to nominate the AL Group Nominee Director for so long as the AL Group holds the Nomination Threshold. For the avoidance of doubt, the AL Group shall cease to have the right to appoint the AL Group Nominee Director, in compliance with the aforementioned provision, once the aggregate shareholding of the AL Group falls below the Nomination Threshold, provided that the AL Group Nominee Director shall be entitled to continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of applicable laws; and
- c) So long as any other shareholder of the Company (together with its affiliates) holds such number of shares of the Company which is at least 10% (ten per cent) of the equity share capital of the Company (“Shareholder Nomination Threshold”), such shareholder of the Company shall be entitled to, without prejudice to sub-clause (a) and (b) above, nominate 1 (one) non-executive Director on the Board (“Shareholder Nominee Director”), subject to applicable laws, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. For the avoidance of doubt, such shareholder of the Company shall cease to have the right to appoint the Shareholder Nominee Director, in compliance with the aforementioned provision, once the shareholding of such shareholder (together with its affiliates) falls below the Shareholder Nomination Threshold, provided that in the event the shareholding of such shareholder (together with its affiliates) falls below the Shareholder Nomination Threshold, the Shareholder Nominee Director nominated and appointed on the Board by such shareholder shall be entitled to

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continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of applicable laws.

6. Additional Directors (Articles 105), Appointment of Director to fill Casual Vacancy (Article 107) and Power to remove Director by Ordinary Resolution (Article 115) – Amendments have been made in view of insertion of new Article 103A.

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