

August 1, 2024

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

Sub: Notice of 18th Annual General Meeting of TBO Tek Limited (“Company”) along with the Annual Report for the Financial Year 2023-24 (“Annual Report”)

Dear Sir/ Madam,

Further to our intimation dated July 31, 2024, and pursuant to Regulation 30, 34, 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 18th Annual General Meeting ('AGM') of the Company scheduled to be held on Friday, August 23, 2024, at 2:00 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means and the Annual Report. The Notice along with the Annual Report is being circulated through electronic mode to all the eligible shareholders whose e-mail ids are registered with the Company and/or Depository Participants as on July 26, 2024.

The Company is offering e-voting facility (i.e. remote e-voting/ e-voting at the AGM) to its Members to cast their votes on the resolutions set forth in the Notice. The facility will be provided to the Members holding shares either in physical or electronic form as on the cut-off date i.e., August 16, 2024. The remote e-voting will commence on Tuesday, August 20, 2024, at 9:00 a.m. (IST) and will end on Thursday, August 22, 2024, at 5.00 p.m. (IST) (both days inclusive). The detailed instructions for voting and for attending the AGM are given in the Notice.

The Notice and Annual Report are also available on the website of the Company at www.tbo.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully

For and on behalf of TBO Tek Limited

Neera Chandak
Company Secretary

TBO Tek Limited
info@tbo.com | +91 124 4998999

CIN: L74999DL2006PLC155233 | 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
www.tbo.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 18th (Eighteenth) Annual General Meeting (“AGM”) of the Members of TBO Tek Limited (“the Company”) will be held on Friday, the 23rd day of August, 2024 at 2:00 PM (IST) through Video Conferencing/ Other Audio-Visual Means to transact the following business:

ORDINARY BUSINESSES

To consider, and if thought fit, to pass the resolution nos. 1 to 3 as **Ordinary Resolutions**:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, 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, 2024, 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. UDAI DHAWAN (DIN: 03048040) 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. Udai Dhawan (DIN: 03048040), 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.”

3. TO APPOINT M/S. S.R. BATLIBOI & Co. LLP AS THE STATUTORY AUDITOR OF THE COMPANY

“RESOLVED THAT in accordance with the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s S.R. Batliboi & Co. LLP, Chartered Accountants, having Firm Registration No. 301003E/E300005, be and are hereby appointed as the Statutory Auditors of the Company, for a period of five (5) consecutive years, i.e., from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby

authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

SPECIAL BUSINESSES

To consider, and if thought fit, to pass the resolution nos. 4 and 5 as **Special Resolutions**:

4. TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, and in accordance with the enabling provisions of the memorandum of association of the Company and other applicable provisions, if any, the consent of the shareholders be and is hereby accorded to amend the Articles of Association of the Company as detailed in the explanatory statement annexed to the Notice of AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including the execution of all such documents, instruments and writing as may be required, filing the requisite forms or submission of documents with any authority, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto, and the Board may, by a resolution, delegate the aforementioned powers to any Director(s) or any other officer(s) of the Company on such conditions as the Board may deem fit.”

5. TO PLEDGE THE SHARES HELD BY TEK TRAVELS DMCC IN JUMBO ONLINE ACCOMODATIONS & SERVICES, S.L.U.

“RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time,

and applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Memorandum of Association and Articles of Association of the Company and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members of the Company be and is hereby accorded to Tek Travels DMCC ("**TTD**") (being a material subsidiary of the Company) for:

- (a) the creation of pledge (including disposal upon invocation of pledge) by TTD over 100% of shares of Jumbonline Accommodations & Services, S.L.U held by TTD; and
- (b) the creation of charge by way of hypothecation or any other form by TTD over all the movable assets and any other assets of TTD, wherever situated, present and/ or future, and the sale

or disposal of the assets upon enforcement of the security and the power to enter upon and take possession of the assets of TTD and/or take over the business or management of the TTD in certain events, to secure the term loan aggregating to EUR 21,000,000 availed by TTD pursuant to the facility agreement dated March 5, 2024, made amongst TTD as the borrower, the financial institution listed in schedule 1 (The Original Lender) therein as the lenders, Axis Trustee Services Limited, GIFT City Branch as agent and as the security agent.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

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

Neera Chandak

Company Secretary

Membership No.: A21596

Plot No. 728, Udyog Vihar

Phase- V Gurgaon-122016 Haryana, India

CIN: U74999DL2006PLC155233

Email id: corporatesecretarial@tbo.com

Registered Office:

E-78, South Extension, Part-I,

New Delhi-110049, India

Date: May 30, 2024

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 09/2023 dated September 25, 2023 and other applicable circulars issued in this regard (collectively referred to as “MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other applicable circulars issued in this regard (collectively referred to as “SEBI Circulars”), have permitted the holding of AGM through Video Conferencing (“VC”) / Other Audio-Visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (“the Act”), MCA Circulars, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Hence, Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice of 18th AGM (“Notice”).
3. Pursuant to the provisions of Section 102(1) of the Act, read with the relevant Rules made thereunder, and Secretarial Standard -2 issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”), an explanatory statement setting out the material facts and reasons, in respect of Item No. 4 & 5 of this Notice, is annexed herewith.
4. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID number in all correspondences with the Company.
5. The Company has availed the services of National Securities Depository Limited (“NSDL”) for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll). The procedure for participating in the meeting through VC/OAVM is explained below.
6. In line with the MCA circulars, the Notice and the Annual Report have been uploaded on the website of the Company at <https://www.tbo.com>. The Notice can also be accessed at the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and

www.nseindia.com, respectively, and is also available on the website of NSDL at www.evoting.nsdl.com.

7. Further, details as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 in respect of the Directors seeking re-appointment at the AGM is attached as Annexure to this Notice.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with KFin at inward.ris@kfintech.com, to receive copies of the Annual Report 2023-24 in electronic mode.

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

9. In accordance with the MCA Circulars read with SEBI Circulars, the Notice along with the Annual Report for FY 2023-24 will be sent by electronic mode to those Members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on July 26, 2024 and whose e-mail addresses are registered with the Company or the Depository Participants/ Depository/ KFin. Physical copy of the Notice along with the Annual Report for FY 2023-24 shall be sent to only those Members who request for the same at corporatesecretarial@tbo.com. The members are requested to mention their Folio No./ DP ID and Client ID while submitting the request.
10. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, the Members holding shares in physical mode and who have not registered/ updated their e-mail addresses and mobile numbers with the Company are requested to register/ update the same by sending an email to KFin at inward.ris@kfintech.com. In case of any query, Members are requested to or call at the toll-free number at 1800-309-4001.

INSTRUCTIONS FOR REMOTE E-VOTING

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NDSL.

12. The Board of Directors of the Company has appointed Mr. Neelesh Jain, Practicing Company Secretary, as the Scrutiniser to scrutinise the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
13. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e., August 16, 2024 only shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
14. The remote e-voting period commences on August 20, 2024 at 9:00 a.m. IST and ends on August 22, 2024 at 5:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
15. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., August 16, 2024.
16. In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the individual demat account holders are provided a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Individual demat account holders will now be able to cast their votes without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

17. Members are requested to carefully read the below instructions in connection with remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. 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

Type of shareholders	Login Method
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3. 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.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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 use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there 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 Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 22 55 33

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 CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL to your mailbox. Open the email and open the

attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkj@nkj.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 Ms. Pallavi Mhatre Senior Manager, NSDL at evoting@nsdl.com

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

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Corporatesecretarial@tbo.com. The same will be replied by the company suitably.
18. Pursuant to the provisions of Section 112 and 113 of the Act, representatives of corporate Members may be appointed for the purpose of remote e-voting or for participation and voting at the AGM.

In view of the above, body corporates/ institutional investors are entitled to appoint authorized representatives and are requested to send a certified copy of the relevant Board Resolution/ Authorization Letter/ Power of Attorney, together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and

vote on their behalf at the AGM, to the Scrutinizer at nkj@nkj.co.in.

19. Members who would like to express their views/ask questions during AGM may register themselves by sending request from their registered email id, mentioning their name, DP Id and Client Id/ folio number, email id, mobile number, at corporatesecretarial@tbo.com by Thursday, August 22, 2024 up to 5:00 pm (IST). The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time, for smooth conduct of the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

20. All documents referred to in the Notice and Explanatory Statement will be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document(s) can send an email at corporatesecretarial@tbo.com.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under section 189 of the Act along with the certificate from the secretarial auditor of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic form by the Members during the AGM.

GENERAL GUIDELINES FOR MEMBERS

22. The Scrutinizer shall, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within 2 working days, from the conclusion of AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman. The Chairman or any other authorized person by him shall declare the results. The results declared shall be available on the website of the Company (www.tbo.com) and on the website of NSDL evoting@nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
23. The transcript of this AGM shall be made available at the website of the Company at www.tbo.com.

24. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFin for assistance in this regard.
25. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFin. Members, whose shareholding is in electronic format, are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
26. Non-resident Indian shareholders are requested to inform about the following to the Company or KFin or the concerned DP, as the case may be, immediately of:
- the change in the residential status on return to India for permanent settlement;
 - the particulars of the NRE Account with a Bank in India, if not furnished earlier.
27. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to KFin. The Nomination Form in the prescribed format is available on the website of the Company at <https://www.tbo.com/investor-relations>.
28. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFin.
29. SEBI has simplified the process for servicing investor requests. Accordingly, the companies shall process the service requests viz. issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition in dematerialised form only. In view of the same and to eliminate all risks associated with physical shares and

avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Further, the Company/ RTA can entertain service request of shareholders holding the shares in physical mode only upon the provision of PAN, KYC details and nomination information

30. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
31. 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 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned 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 www.tbo.com. Pursuant to above-mentioned 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 mentioned above.
32. SEBI has, vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023 mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. The required forms for the same can be downloaded from the website of the Company and the website of RTA.
33. SEBI has vide its circular no. SEBI/HO/ OIAE/2023/03391 dated 27th January, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 advised all the listed entities to issue an intimation letter either by email or by SMS's to all the investors who holds the shares in physical form, creating awareness amongst the investors about the availability of Dispute resolution mechanism at the stock exchanges against the listed entities/RTA. The Company has already circulated such intimation letter to all the shareholders of the Company holding shares in physical form complying with the aforesaid provisions of the circular.
34. SEBI/HO/MIRSD/MIRSD- PoD1/P/ CIR/2023/37, dated March 16th, 2023 which states Listed companies, shall disseminate the requirements to be complied with by holders of physical securities of all listed companies on their websites.

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

ITEM NO. 3

M/s Price Waterhouse Chartered Accountants LLP (Firm Registration no. 012754N/N500016) ("PwC") had been appointed as the Statutory Auditors of the Company by the Members at the 8th AGM, to hold office for a term of five years, commencing from the conclusion of 8th AGM till the conclusion of 13th AGM. Further, at the 13th AGM, they were re-appointed to hold office for a further term of five years commencing from the conclusion of 13th AGM till the conclusion of 18th AGM. Considering that PwC has completed two consecutive terms of five years, they cannot be re-appointed in terms of the provisions of the Act.

In view of the above, the management and the Board had carried out a detailed evaluation process of various audit firms. Based on such evaluation and in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions of the Act read with the Rules made thereunder and the SEBI Listing Regulations, the Board of Directors of the Company have recommended the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration no. 301003E/E300005) as the Statutory Auditors of the Company ("Statutory Auditors"), for a period of five consecutive years to hold office from the conclusion of the 18th AGM of the

Company till the conclusion of 23rd AGM of the Company, at a remuneration as may be decided by the Board.

It is proposed to give authority to the Board to agree, alter and vary the terms and conditions of such appointment, remuneration etc. and to fix the remuneration to be paid for the subsequent years during their remaining tenure as the Statutory Auditors of the Company, as may be mutually agreed with the Statutory Auditors.

M/s. S.R. Batliboi & Co. LLP have confirmed that they are eligible for appointment as Statutory Auditors in terms of Section 139 of the Act and are not disqualified for appointment under Section 141 of the Act and the applicable rules made thereunder. Further, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

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

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

Statement containing additional disclosures as required under Regulation 36(5) of the SEBI Listing Regulations:

Proposed fees payable to the statutory auditor for the financial year	Rs. 110 Lakh
Term of appointment	5 years
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The fee agreed to be paid to new auditor is higher than the remuneration that was being paid to the outgoing auditor. Considering the enhanced requirements of the Company post listing, scope of services, profile and caliber of the proposed auditors, the fees is reasonable and is commensurate with the experience and scope of work.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	Given the nature, size and spread of the Company's operations, it is required to have a competent, experienced and highly professional audit firm. The recommendations made by the Audit Committee and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Act and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s. S.R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. S.R. Batliboi & Co. LLP was established in the year 1949 and is a limited liability partnership firm incorporated in India, having various branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients.

ITEM NO. 4

The Board of Directors, in its meeting held on May 30, 2024, have approved the proposal to make certain amendments to the Articles of Association of the Company. The proposed amendments are detailed hereunder along with the justification for the same

S. No.	Heading	Existing Clause	Revised Clause	Justification/Remarks
-	Preamble	This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the TBO Tek Limited (the "Company") held on November 4, 2023, and amended vide special resolution passed by the members at their meeting held on February 21, 2024. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.	This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the TBO Tek Limited (the "Company") held on November 4, 2023, amended vide special resolution passed by the Members at their meeting held on February 21, 2024. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.	Latest date of special resolution amending the Articles added
-	Preamble	The Articles of Association of the Company include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of filing of the red herring prospectus with the Registrar of Companies or an earlier date as may be prescribed or suggested by the Securities and Exchange Board of India (such date being the "Event"). In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the Event. All articles of Part B shall automatically terminate and cease to have any force and effect from the Event and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.	-	Upon occurrence of the Event the Part B stands terminated hence deleted as the clause is not relevant anymore.
	Part A	-	-	Heading Part A deleted.
	DEFINITIONS AND INTERPRETATION	-	"Subsidiary" shall have the meaning assigned thereto by the Act.	Definition is added as the reference of same is used in the Articles.
	FORFEITURE OF SHARES	55. BOARD ENTITLED TO CANCEL FORFEITURE The Board may at any time before any share so forfeited shall have them sold, reallocated or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.	55. BOARD ENTITLED TO CANCEL FORFEITURE The Board may at any time before any share so forfeited shall have them sold, reallocated or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.	Substituted "at" with "as" for conciseness of language and clarity.
	ALTERATION OF CAPITAL	75. SHARES MAY BE CONVERTED INTO STOCK (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and shareholder/"Member" shall include "stock" and "stock-holder" respectively.	75. SHARES MAY BE CONVERTED INTO STOCK (c) such Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.	Deleted "of the" after such for conciseness of language and clarity.

S. No.	Heading	Existing Clause	Revised Clause	Justification/Remarks
	DIRECTOR	-	<p>103A</p> <p>DIRECTOR NOMINATION RIGHTS:</p> <p>Subject to Article 103 above:</p> <p>(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 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.</p> <p>(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</p>	<p>In order to give the promoters, major shareholders an option to be a part of the Board and thereby the decision-making process of the Company this clause has been added.</p>

S. No.	Heading	Existing Clause	Revised Clause	Justification/Remarks
			(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 continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of applicable laws.	
DIRECTOR	105. Additional Directors	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional director shall hold office only up to the date of the upcoming Annual General Meeting.	105. Additional Directors Subject to the provisions of the Act and Article 103A above, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Any such additional director shall hold office only up to the date of the upcoming Annual General Meeting.	"and Article 103A above" inserted in view of insertion of Clause 103A.
DIRECTOR	107. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY	If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.	107. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, subject to Article 103A above be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.	Inserted "subject to Article 103A above" in view of insertion of Clause 103A.

S. No.	Heading	Existing Clause	Revised Clause	Justification/Remarks
	ROTATION AND RETIREMENT OF DIRECTOR	<p>115. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION</p> <p>Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead.</p> <p>Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.</p>	<p>115. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION</p> <p>Subject to the provisions of the Act and Article 103A above, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead.</p> <p>Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.</p>	<p>Inserted "and Article 103A above" in view of insertion of Clause 103A.</p>

The resolution is in the interest of the Company as the Board of Directors, keeping a long-term vision for the Company and its members, have recommended these amendments to ensure proper system of representation on the Board of the Company, thereby ensuring better transparency and corporate governance, apart from some other changes which consequential or they are proposed for conciseness of language and clarity.

To give effect to the above-mentioned amendments, the approval of members is required by way of Special Resolution.

Except Mr. Gaurav Bhatnagar, Joint Managing Director and Mr. Ankush Nijhawan, Joint Managing Director, and also amongst the Promoters of the Company including their relatives to the extent of their shareholding (directly or indirectly), if any, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 4 of the Notice.

The original as well as amended Article of Association (AOA) will be available for inspection as detailed in Note 29 to Notice of AGM forming part of the Notice.

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

ITEM NO. 5

Tek Travels DMCC ("**TTD**"), a material subsidiary of the Company, has availed a term loan facility of up to EUR 21 million ("**Facility**") from Standard Chartered Bank and other banks and financial institutions ("**Lender**"), for part funding the consideration for acquisition of Jumbonline Accommodations & Services, S.L.U, wholly owned subsidiary of TTD.

As a condition to the Facility, TTD has created a pledge on the shares of Target and charge on its current assets. Pursuant to the listing of equity shares of the Company on the stock exchanges and terms and conditions to the Facility Agreement, the Company is required to obtain an enabling approval for the disposal of said secured assets in the event of enforcement of pledge. The said approval is being sort by way of special resolution under the provisions of Regulation 24(5) and 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 5 of the Notice, except to the extent of their shareholding and common directorship, if any.

The Board recommends the resolution set out at Item No 5 of the Notice for approval by the Members of the Company by way of a Special Resolution.

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

Neera Chandak

Company Secretary

Membership No.: A21596

Plot No. 728, Udyog Vihar

Phase- V Gurgaon-122016 Haryana, India

CIN: U74999DL2006PLC15523

Email id: Neera.chandak@tbo.com

Registered Office:

E-78, South Extension, Part-I,

New Delhi-110049, India

Date: May 30, 2024

ANNEXURE TO THIS NOTICE

Details of Directors seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Mr. Udai Dhawan (DIN: 03048040), Non-Executive Nominee Director:

Age:	51
Date of first appointment in the current term on the Board:	Director since September 7, 2018. Re-designated as Non-Executive Nominee Director with effect from December 22, 2021
Qualification(s):	Mr. Dhawan holds a bachelor's degree in commerce from the Shri Ram College of Commerce, University of Delhi, a master's degree in business administration from the Wharton School, University of Pennsylvania and is a Chartered Accountant from the Institute of Chartered Accountants of India.
Experience in specific functional area:	Mr. Dhawan has been involved in financial services since 1993. He is the founding partner at Affirma Capital. He was previously managing director for Standard Chartered Private Equity Advisory (India) Private Limited (SCPE). Prior to SCPE, Udai Dhawan worked in corporate investing, M&A and corporate finance, across India and the United States with J.P. Morgan, Sabre Inc., Kotak Mahindra Capital Company Limited and Arthur Andersen & Co.
Terms & Conditions of Appointment:	As per Nomination and Remuneration Policy of the Company
Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies)*:	Nil
Listed entities from which he has resigned/exited in the past three years:	Nil
Memberships/ Chairmanships of Committees of the Board*:	Member in Nomination & Remuneration Committee of TBO Tek Limited.
Memberships/ Chairmanships of Committees of Boards of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee)*:	Nil
Number of shares held in the Company (equity shares of Rs. 10 each held as on March 31, 2024) including shareholding as a beneficial owner:	Nil
Number of meetings of the Board attended during the year:	6
Relationship with other Directors and Key Managerial Personnel of the Company:	Mr. Dhawan is not related to any other Director and KMP of the Company.
Remuneration drawn during FY 2024:	INR 18,25,000
Details of remuneration sought to be paid	As per the Company's Nomination and Remuneration Policy

*He is a nominee of Augusta TBO.

*The Directorships and Memberships of Committees are as on the date of this Notice, based on the latest information received from the Directors.