

December 17, 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, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra-Kurla Complex, Bandra  
Mumbai - 400 051, Maharashtra, India  
Scrip Symbol: TBOTEK

**Sub: Notice of Postal Ballot**

Dear Sir/ Madam

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended please find enclosed copy of Postal Ballot Notice dated November 12, 2024, together with the Explanatory Statement, being sent to the members of the Company, for seeking their approval on the following matters:

Item no.	Type of Resolution	Resolutions
1.	Ordinary Resolution	Appointment of Mr. Shantanu Rastogi (DIN: 06732021) as Non-Executive Nominee Director of the Company
2.	Special Resolution	Appointment of Mr. Akshat Verma (DIN: 10838493) as a Whole-time Director of the Company
3.	Special Resolution	Approval of remuneration for Non-Executive Directors of the Company

In accordance with the applicable circulars issued by Ministry of Corporate Affairs and SEBI from time to time, the Notice is being sent only through electronic mode to those members whose names appear on the register of members/ register of beneficial owners, as on Friday, December 13, 2024 ("Cut-off Date"), received from the Depositories and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depository Participants/ Depositories.

The Company has engaged the services of KFin Technologies Limited ("Kfintech") for the purpose of providing remote e-voting facility to members. Further, the assent or dissent on the above resolutions may be communicated by the members through remote e-voting process ('e-voting'), within the following period:

S. No.	Particulars	Date
1.	Commencement of e-voting	9.00 a.m. (IST) on Thursday, December 19, 2024
2.	Conclusion of e-voting	5.00 p.m. (IST) on Friday, January 17, 2025

The results of the e-voting shall be announced 2 (two) working days from the conclusion of the e-voting and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

**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](http://www.tbo.com)

The said Postal Ballot Notice along with further details may also be accessed on the Company's website at <https://www.tbo.com/> and on the website of Kfintech at <https://evoting.kfintech.com>.

Kindly take the same on record.

Yours Faithfully  
**For and on behalf of TBO Tek Limited**

**Neera Chandak**  
**Company Secretary**

*Encl: As above*

## POSTAL BALLOT NOTICE

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

**Dear Member(s),**

NOTICE of Postal Ballot (the “**Notice**”) is hereby given to the Members of TBO Tek Limited (“the Company” / “TBO”) pursuant to the provisions of Sections 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “**Rules**”), read with General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ( “**SEBI Listing Regulations**”), read with applicable circulars under the SEBI Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), to transact the items of special business, as set out in the Notice and to seek approval of the Members of the Company by means of Postal Ballot through remote e-voting (‘**e-voting**’) process. An explanatory statement pursuant to Sections 102(1) pertaining to the said resolutions setting out the material facts and reasons/rationale thereof form part of this Postal Ballot notice (the “**Notice**” or the “**Postal Ballot Notice**”).

In compliance with Regulation 44 of the SEBI Listing Regulations as amended and pursuant to the provisions of Sections 110 and 108 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

**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](http://www.tbo.com)

The Board of Directors has appointed Ms. Shirin Bhatt, (FCS: 8273, COP No.: 9150), Practicing Company Secretary, (M/s Shirin Bhatt & Associates, Company Secretaries having Firm Registration Number S2011DE162600) as Scrutinizer for conducting this Postal Ballot process through e-voting in accordance with the law in fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company has provided e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent (“**Kfintech**” or “**RTA**”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of e-voting</b>	<b>9.00 a.m. (IST) on Thursday, December 19, 2024</b>
<b>Conclusion of e-voting</b>	<b>5.00 p.m. (IST) on Friday, January 17, 2025</b>

The Scrutinizer will submit her report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman on or before 2 (two) working days from the conclusion of the e-voting.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Limited (‘NSE’) and BSE Ltd (‘BSE’), where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company <https://www.tbo.com/> as well as on RTA’s website <https://evoting.kfintech.com/> and will be displayed on the notice board of the Company at its Registered Office / Corporate Office. In accordance with SS-2, the resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Friday, January 17, 2025. Further, the resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

**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](http://www.tbo.com)

**SPECIAL BUSINESS:**

**Item No. 1**

**Appointment of Mr. Shantanu Rastogi (DIN: 06732021) as Non-Executive Nominee Director of the Company**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, provisions of other applicable laws for the time being in force, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shantanu Rastogi (DIN: 06732021) who was appointed as an Additional Non-Executive (Nominee) Director of the Company with effect from November 12, 2024 and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive (Nominee) Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Joint Managing Director(s) or the Company Secretary of the Company be and is hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**Item No. 2**

**Appointment of Mr. Akshat Verma (DIN: 10838493) as a Whole-time Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘SEBI

**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](http://www.tbo.com)

Listing Regulations') (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (the 'Board'), approval of members be and is hereby granted for appointment of Mr. Akshat Verma (DIN: 10838493), who was appointed as an Additional Director of the Company by the Board with effect from November 16, 2024 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Akshat Verma (DIN: 10838493) as a Whole-time Director of the Company, for a period of 5 (Five) years to hold office from November 16, 2024 to November 15, 2029, liable to retire by rotation, on the terms and conditions including those relating to remuneration set out under the Explanatory Statement annexed to this Notice;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other provisions, if any, of the companies Act, 2013, (including any statutory modifications or re-enactment for the time being in force), consent of the members be and is hereby accorded for the remuneration of Mr. Akshat Verma Whole-time Director of the Company with effect from November 16, 2024 which exceeds the prescribed overall ceiling of managerial remuneration and as set out in the Explanatory statement;

**RESOLVED FURTHER THAT** Mr. Akshat Verma, Whole-time Director will be entitled for such increment from time to time as decided by the Nomination and Remuneration Committee of the Company and the Board of Directors basis the merit Policy/ guidelines of the Company;

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act and rules made thereunder, the Board be and is hereby authorized to vary and alter the terms of appointment with the mutual agreement between the Board and Mr. Akshat Verma without any further reference to the members in General Meeting;

**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](http://www.tbo.com)

**RESOLVED FURTHER THAT** the Joint Managing Director(s) and the Company Secretary, be and hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**Item No. 3**

**Approval of remuneration for Non-Executive Directors of the Company**

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

“**RESOLVED THAT** in supersession to earlier resolution dated December 1, 2021, passed by the members in this regard and in accordance with the provision Section 197 and all other applicable provisions, if any of the Companies Act, 2013, (“the Act”) read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (the ‘Board’), approval of the members of the Company be and is hereby accorded for the payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company with effect from April 1, 2024, as detailed herein, which exceeds the prescribed overall ceiling of managerial remuneration;

<b>Particulars</b>	<b>Amount</b>
Sitting fees for Board meetings	INR 1,00,000 per meeting
Sitting fees for Committee meetings	INR 75,000 per meeting
Maximum commission payable to Chairman of the Board	INR 28,00,000 per annum
Maximum commission payable to Non-Executive Director/ Independent Director	INR 20,00,000 per annum
Maximum remuneration* (including sitting fees) payable to Chairman of the Board	INR 40,00,000 per annum
Maximum remuneration* (including sitting fees) payable to Non- Executive Director/ Independent Directors	INR 32,00,000 per annum

*\*Remuneration is a mix of sitting fees and commission.*

**RESOLVED FURTHER THAT** the Joint Managing Director(s) and the Company Secretary of the Company be and are hereby severally authorized to perform all such acts, deeds, matters, and things as may be deemed necessary, expedient, or desirable, including but not limited to making requisite filings with the Ministry of Corporate Affairs or other regulatory authorities and settling

**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](http://www.tbo.com)

any questions, difficulties, or doubts that may arise in relation to giving effect to this resolution, without further reference to the shareholders.”

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

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

Registered office:  
E - 78, South Extension Part I,  
New Delhi – 110 049  
CIN: L74999DL2006PLC155233  
Tel: +91 124 499 8999  
Email: [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com)  
Website: [www.tbo.com](http://www.tbo.com)

Date: November 12, 2024  
Place: Gurugram



**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 (“**the Act**”) and the other applicable provisions of the Act read with Rules related thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations are annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, December 13, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 which may be updated from time to time (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. The Company is providing e-voting facility of Kfintech to its members to exercise their right to vote on the proposed resolutions by electronic means.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://www.tbo.com/>) duly filled and signed along with requisite

**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](https://www.tbo.com/)

supporting documents to Kfintech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.

6. This Postal Ballot Notice will also be available on the Company's website at <https://www.tbo.com/>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of Kfintech at <https://evoting.kfintech.com/>.
7. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
8. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
9. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, December 19, 2024 and ends at 5:00 p.m. (IST) on Friday, January 17, 2025.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Kfintech upon expiry of the aforesaid period.

10. The resolution, if approved, shall be deemed to have been passed on the last date for e-voting i.e., Friday, January 17, 2025.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com) mentioning his / her / its name/ Folio No/ DP ID and Client ID.

## 12. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

- a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again

**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](http://www.tbo.com)

- b. The communication relating to e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
- c. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.
- d. The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, are explained in the instructions given hereinbelow.

**A. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<p><b>1. User already registered for IDeAS e-Services facility:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</li> </ul>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on New System Myeasi / Login to My</li> </ul>

**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](http://www.tbo.com)

<p>iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.</p> <p>v. You will be able to see Company Name: “TBO Tek Limited” on the next screen. Click on the e-Voting link available against TBO Tek Limited or select e-Voting service provider “Kfintech” and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.</p> <p><b>2. User not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <p>i. To register, type in the browser/Click on the following e-Services link: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></p> <p>ii. Select option “<b>Register Online for IDeAS</b>” available on the left hand side of the page or click on the link <a href="https://eservices.nsd.com/SecureWeb/IdemasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdemasDirectReg.jsp</a></p> <p>iii. Proceed complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>Easi option under Login icon (best operational in Internet Explorer 10 or above and Mozilla Firefox).</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii. You will see Company Name: “TBO Tek Limited” on the next screen. Click on the e-Voting link available against TBO Tek Limited or select e-Voting service provider “Kfintech” and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.</p> <p><b>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <p>i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
---	--





**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](http://www.tbo.com)

<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"><li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li><li>Click on the button “<b>Login</b>” available under “<b>Shareholder/Member</b>” section.</li><li>On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li><li>You will be able to see Company Name: “TBO Tek Limited” on the next screen. <b>Click on the e-Voting link available against TBO Tek Limited or select e-Voting service provider “Kfintech”</b> and you will be re-directed to the e-Voting page of Kfintech to cast your vote without any further authentication.</li></ol> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"><li>Type in the browser / Click on the following link: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li><li>Provide Demat Account Number and PAN.</li><li>System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li><li>On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against TBO Tek Limited or select e-Voting service provider “Kfintech” and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.</li></ol>
--	--

**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](http://www.tbo.com)

### **Procedure to login through their demat accounts / Website of Depository Participant**

Individual members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against TBO Tek Limited or select e-Voting service provider “Kfintech” and you will be redirected to the e-Voting page of Kfintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

<b>Contact details in case of any technical issue on NSDL Website</b>	<b>Contact details in case of any technical issue on CDSL Website</b>
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 / 022-2499 7000.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

### **B. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

(I) (A) In case a member receives an e-mail from the Company / Kfintech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>

**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](http://www.tbo.com)

- b) Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with Kfintech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- c) After entering these details appropriately, click on “**LOGIN**”.
- d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for TBO Tek Limited.
- g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

**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](http://www.tbo.com)

- i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- l) Once you confirm, you will not be allowed to modify your vote.
- m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [scrutinizer.sba@gmail.com](mailto:scrutinizer.sba@gmail.com) with a copy marked to [Corporatesecretarial@tbo.com](mailto:Corporatesecretarial@tbo.com). Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “TBO TEK POSTAL BALLOT”.

**(B) In case of a member whose e-mail address is not registered / updated with the Company / Kfintech / Depository Participant(s), please follow the following steps to generate your login credentials:**

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://kprism.kfintech.com/> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [Corporatesecretarial@tbo.com](mailto:Corporatesecretarial@tbo.com) or to Kfintech at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- (b) Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.

**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](http://www.tbo.com)



- (c) After due verification, the Company / Kfintech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at (B) (I) (A) (a) to (m) to cast your vote.
- (II) Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com>.
- (III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:**
- (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
Example for Physical: MYEPWD XXXX123456789
- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on Kfintech’s toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with Kfintech’s e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of Kfintech’s website for e-voting: <https://evoting.kfintech.com> or contact Kfintech as per the details given below.

**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](http://www.tbo.com)

**(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**Members are requested to note the following contact details for addressing e-voting related grievances:**

Mr. Mohd. Mohsin Uddin, Senior Manager  
KFin Technologies Limited  
(Unit: TBO Tek Limited)  
Selenium Tower B, Plot No. 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032  
Toll-free No.: 1800 309 4001  
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

**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](http://www.tbo.com)

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED AND CIRCULARS ISSUED THEREUNDER**

---

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1**

Mr. Shantanu Rastogi, being nominated by General Atlantic Singapore TBO Pte. Ltd was appointed as an Additional Non-Executive (Nominee) Director by the Board upon recommendation of the Nomination and Remuneration Committee (NRC), with effect from November 12, 2024, liable to retire by rotation subject to the approval of members.

The said appointment has been made pursuant to the nomination received from General Atlantic Singapore TBO Pte. Ltd in line with the Articles of the Association of the Company. The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mr. Shantanu Rastogi as a Nominee Non-Executive Director of the Company. He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed on the Board of the Company.

**Brief profile of Mr. Shantanu Rastogi:**

*Mr. Shantanu Rastogi is the Managing Director at General Atlantic, India, where he leads the firm's business in India. Shantanu serves on the boards of several prominent fintech, software, healthcare, and consumer businesses in India. He also serves on the boards of non-profit organizations with diverse missions – IIT Bombay Development and Relations Foundation, India Advisory Board of The Nature Conservancy (TNC), and IIT Bombay Society for Innovations & Entrepreneurship (SINE). Shantanu holds a B. Tech and M. Tech in Electrical Engineering from IIT Bombay and an MBA from the Wharton School of the University of Pennsylvania.*

Additional information in respect of Mr. Shantanu Rastogi, pursuant to the SEBI Listing Regulations and Secretarial Standards is provided in the Annexure to this Notice.

Mr. Shantanu Rastogi and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**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](http://www.tbo.com)

The Board of Directors recommends an Ordinary Resolution set forth in Item No. 1 of this Notice for your approval.

## **Item No. 2**

Mr. Akshat Verma was appointed as an Additional Director by the Board, upon recommendation of the NRC, with effect from November 16, 2024 in the capacity of Whole-time Director for a period of five years, with effect from November 16, 2024 to November 15, 2029, liable to retire by rotation, subject to approval of the members.

The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mr. Akshat Verma as a Director of the Company. He is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations including his consent to be appointed on the Board of the Company. He also satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment.

### **Brief profile of Mr. Akshat Verma:**

*Mr. Akshat Verma is the Chief Technology Officer of the Company. He has significant expertise in building scalable consumer-facing applications as well as deep tech systems in the space of Data science, cloud computing and distributed systems. He holds a bachelor's degree in technology in computer science and engineering from IIT, Kharagpur and a master's degree in computer science and engineering from IIT, Delhi. He joined our Company in February 2023. Previously, he has worked with IBM India Private Limited, MakeMyTrip (India) Private Limited, Bharti Airtel Limited and SplashLearn.*

It is proposed to seek members' approval for the appointment and remuneration payable to him as Whole-time Director of the Company in terms of the applicable provisions of the Act and the rules made thereunder on the terms and conditions as detailed below.

Brief particulars of the terms of appointment of and remuneration payable to Mr. Akshat Verma are as under:

#### **1. Tenure**

For a period of 5 years from November 16, 2024 to November 15, 2029.

**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](http://www.tbo.com)

**2. Fixed Salary**

₹ 2.01 Crore per annum.

**3. Variable Pay**

He will be entitled to variable pay based on the individual and Company performance as per Company policies and as approved by the NRC and / or Board.

**4. Sitting Fees**

No sitting fees shall be paid to him for attending Board or committee meetings.

**5. Perquisites and benefits**

He shall be entitled to provident fund, superannuation fund, gratuity, leave encashment, personal accident insurance, benefits under the Company's pension scheme etc., as per the Company policies as amended or modified from time to time. The perquisite value of the facilities / benefits shall be determined as per the Income Tax Act, 1961 and the Rules framed thereunder. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Employees Stock Options granted / to be granted to him from time to time, shall be considered as a part of perquisites and the perquisite value of stock options exercised shall be in addition to the remuneration mentioned above.

**6. Increments**

He shall be entitled to increments, from time to time, basis the merit policy / guidelines of the Company.

**7. Minimum Remuneration**

If in any financial year during the currency of his tenure, the Company has no profits or if its profits are inadequate, he shall be entitled to minimum remuneration in accordance with the provisions provided under Section II, Part II of Schedule V of the Act as amended from time to time.

**8. Miscellaneous**

- a) The perquisites and allowances shall be evaluated wherever applicable, as per the provisions of the Income Tax Act 1961 or any rules thereunder or any statutory

**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](http://www.tbo.com)

modifications or re-enactment thereof, in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- c) Pursuant to section 197 of the Companies Act read with Schedule V thereto, shareholders' approval on remuneration shall be effective from November 16, 2024 to November 15, 2027.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Akshat Verma under Section 190 of the Act.

**Disclosure as required under Schedule V to the Act is given hereunder:**

**I. General Information**

1.	Nature of Industry	Primarily in the business of operating an online technology platform providing its customers access to book global travel inventory aggregated through travel suppliers like airlines, hotels, etc.
2.	Date or expected date of Commercial Production	Not Applicable as the Company has already commenced its business activities.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

**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](http://www.tbo.com)

**II. Financial Performance (standalone)**

(₹ in million)

Particulars	For the year ended		
	March 2024	March 2023	March 2022
<b>Revenue from operations</b>	5389.60	4759.59	2639.21
<b>Profit before tax</b>	632.21	698.57	425.06
<b>Profit after tax</b>	471.78	516.99	314.12
<b>Share capital</b>	104.24	104.24	104.24
<b>Net worth</b>	3155.1	2586.11	2022.07

**III. Foreign investments or collaborations, if any**

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors acquired during the initial public offer and open market. There is no foreign collaboration in the Company.

**IV. Information about the appointee**

**a) Background details**

Background details have been provided in the Annexure to this Notice.

**b) Past remuneration**

Not Applicable

**c) Recognition or awards**

Nil

**d) Job profile and suitability**

Mr. Akshat Verma is the Chief Technology Officer of the Company. He has significant expertise in building scalable consumer-facing applications as well as deep tech systems in the space of Data science, cloud computing and distributed systems. He holds a bachelor's degree in technology in computer science and engineering from IIT, Kharagpur and a master's degree in computer science and engineering from IIT, Delhi. He joined our Company in February 2023. Previously, he has worked with IBM India Private Limited, MakeMyTrip (India) Private Limited, Bharti Airtel Limited and SplashLearn.

**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](http://www.tbo.com)

**e) Remuneration proposed**

As per Terms of appointment given above

**f) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person**

Mr. Akshat Verma was appointed as the CTO of the Company and has been drawing the aforesaid salary effective from February 2023. There is no change in remuneration upon his appointment as Whole-time Director. Taking into consideration the size of the Company and the individual profile of Mr. Akshat Verma and the industry benchmarks, the said remuneration is commensurate with the remuneration packages paid to similar senior level positions in other companies in the industry.

**g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

He has no pecuniary relationship directly or indirectly with the Company or its key managerial personnel other than his remuneration in the capacity of Chief Technology Officer and to the extent of his shareholding in the company.

**V. Other Information**

1.	Reason for inadequate profit	The Company is a profit-making entity that has strengthened its leadership team to drive aggressive growth plans. As part of this strategic initiative, Mr. Akshat Verma, Chief Technology Officer, has been designated as Whole-time Director on the Board of the Company. Mr. Verma will continue to draw the same remuneration post his redesignation as Whole-time Director. However, due to the inclusion of his remuneration under managerial remuneration, the profits of the Company are inadequate to accommodate his remuneration within the ceilings prescribed under the Companies Act, 2013.
2.	Step taken or proposed to be	The Company has strengthened its leadership team by appointing the Chief Technology Officer as a

**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](http://www.tbo.com)



	taken for improvement	Whole-time Director, acknowledging his critical role in leading technology-driven initiatives to enhance operational efficiency and support sustained business growth.
3.	Expected increase in productivity and profits in measurable terms	The robust leadership team is expected to consolidate the Company's strategic direction, drive increased revenues, and enhance net profit margins over the next few fiscal years, leveraging their expertise and experience.

Additional information in respect of Mr. Akshat Verma, pursuant to the SEBI Listing Regulations and Secretarial Standards is provided in the Annexure to this Notice.

Mr. Akshat Verma and his relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 2 of this Notice for your approval.

### Item No. 3

The Board at its meeting held on November 12, 2024 upon recommendation of Nomination and Remuneration Committee approved the following remuneration payable to the Non-Executive Directors including Independent Directors with effect from April 1, 2024 subject to the approval of members of the Company.

Particulars	Amount
Sitting fees for Board meetings	INR 1,00,000 per meeting
Sitting fees for Committee meetings	INR 75,000 per meeting
Maximum commission payable to Chairman of the Board	INR 28,00,000 per annum
Maximum commission payable to Non-Executive Director /Independent Director	INR 20,00,000 per annum
Maximum remuneration* (including sitting fees) payable to Chairman of the Board	INR 40,00,000 per annum

**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](http://www.tbo.com)

Maximum remuneration* (including sitting fees) payable to Non-Executive Director/Independent Director	INR 32,00,000 per annum
---	-------------------------

*\*Remuneration is a mix of sitting fees and commission.*

This revision of remuneration is based on a comprehensive benchmarking study conducted by the Company. It seeks to align the remuneration practices with prevailing industry standards while setting a clearly defined maximum threshold for such payments.

All Directors and their relatives may be considered interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set forth in Item No. 3 for approval of the Members.

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

Sd/-

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

Registered office:  
E - 78, South Extension Part I,  
New Delhi – 110 049  
CIN: L74999DL2006PLC155233  
Tel: +91 124 499 8999  
Email: [corporatesecretarial@tbo.com](mailto:corporatesecretarial@tbo.com)  
Website: [www.tbo.com](http://www.tbo.com)

Date: November 12, 2024  
Place: Gurugram

**Annexure to the Notice**  
**Details of Directors seeking appointment through the Postal Ballot**

*[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meeting]*

Name of the Director	<b>Mr. Shantanu Rastogi</b>	<b>Mr. Akshat Verma</b>
DIN	06732021	10838493
Date of Birth / Age	March 26, 1979 / 45 years	January 1, 1979 / 45 years
Qualification	B. Tech and M. Tech in Electrical Engineering from IIT Bombay and an MBA from the Wharton School of the University of Pennsylvania.	Bachelor's degree in technology in computer science and engineering from IIT, Kharagpur and a master's degree in computer science and engineering from IIT, Delhi.
Experience	Please refer to Item No. 1 of the Explanatory Statement forming a part of this Notice.	Please refer to Item No. 2 of the Explanatory Statement forming a part of this Notice.
Expertise in specific functional areas	Strategic Planning, Leadership, Global Exposure, Industry Insights, and Governance.	Business Scalability, Information Technology, Leadership and Governance.
Terms & Conditions of appointment / re-appointment	Liable to retire by rotation.	Please refer to Item No. 2 of the Explanatory Statement forming a part of this Notice.
Remuneration last drawn & proposed to be paid	Not Applicable	<b>Remuneration last drawn:</b> Not Applicable  <b>Remuneration proposed to be paid:</b> Refer explanatory statement to Item No. 2 of the Notice.
Date of first appointment on the Board	November 12, 2024	November 16, 2024
Directorships held in other companies (including listed entities) other than (TBO TEK) as on date of Postal Ballot Notice*	1. Acko Technology & Services Private Limited 2. Amagi Media Labs Private Limited 3. ASG Hospital Private Limited	Nil

**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](http://www.tbo.com)

	<p>4. Cygnus Medicare Private Limited</p> <p>5. General Atlantic Private Limited</p> <p>6. IIT Bombay Development and Relations Foundation</p> <p>7. IIT Bombay Society for Innovation Entrepreneurship (Sine)</p> <p>8. Kfin Technologies Limited</p> <p>9. No Broker Technologies Solutions Private Limited</p> <p>10. Rubicon Research Private Limited</p> <p>11. Sorting Hat Technologies Private Limited</p> <p>12. TNC-THE Nature Conservancy Centre</p>	
Name of Listed entities from which the Director has resigned in the past three years	<p>360 One WAM Limited (w.e.f November 23, 2022)</p> <p>Krishna Institute of Medical Sciences Limited (w.e.f November 07, 2023)</p>	Nil
Memberships/ Chairmanship of committees in other Indian Public Limited Companies as on date of Postal Ballot Notice <sup>#</sup>	<p><b>Rubicon Research Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Stakeholders' Relationship Committee-Member</li> </ul>	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	2,164 Equity shares

**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](http://www.tbo.com)

Inter-se Relationship with other Director's/Manager/ other Key Managerial Personne	Nil	Nil
Number of Board meetings attended as on date of this Postal Ballot Notice	1	1

\* Foreign entities not considered

#Only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

**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](http://www.tbo.com)