

August 23, 2024

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

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

Sub: Proceedings of the 18th Annual General Meeting of TBO Tek Limited (“Company”)

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, please see enclosed the proceedings of the 18th Annual General Meeting of the Company held today, i.e., on Friday, August 23, 2024.

Request you to kindly take the same on record.

Thanking you,

For TBO Tek Limited

Neera Chandak
Company Secretary and Compliance officer

Proceedings of the 18th Annual General Meeting of TBO Tek Limited

The 18th Annual General Meeting (“AGM”) of the Members of the Company was held on Friday, August 23, 2024 at 02:00 P.M. (IST) through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the business as set out in the Notice of AGM (“Notice”). The venue of the meeting was deemed to be the Registered Office of the Company at E-78 South Extension Part- I, New Delhi-110049.

Directors Present:

1. Mr. Ravindra Dhariwal, Chairman and Independent Director
2. Mr. Ankush Nijhawan, Joint Managing Director and Chairman of Corporate Social Responsibility Committee
3. Mr. Gaurav Bhatnagar, Joint Managing Director and Chairman of Risk Management Committee
4. Mr. Udai Dhawan, Non-Executive Nominee Director
5. Mr. Rahul Bhatnagar, Independent Director and Chairman of Audit Committee
6. Ms. Anuranjita Kumar, Independent Director and Chairperson of Nomination and Remuneration Committee
7. Mr. Bhaskar Pramanik, Independent Director and Chairman of Stakeholders’ Relationship Committee

In attendance:

1. Mr. Anil Berera, President – Strategy
2. Mr. Vikas Jain, Chief Financial Officer
3. Ms. Neera Chandak, Company Secretary
4. Mr. Abhishek Rara, Partner – M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors
5. Mr. Prateek Khanna, Director – M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors
6. Mr. Neelesh Jain – Proprietor – M/s. NKJ & Associates Company Secretaries, Secretarial Auditor

Members Present:

76 Members attended through VC.

Ms. Neera Chandak, Company Secretary, welcomed the members and informed that the AGM was being conducted through VC/OAVM in accordance with the applicable provisions of Companies Act, 2013,

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

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SEBI Listing Regulations and applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) in this regard. It was further informed that the Company has engaged National Securities Depository Limited ('NSDL') for the said purpose.

Mr. Ravindra Dhariwal, Chairman, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the other Board Members, senior officials of the Company, representatives of Statutory Auditors and Secretarial Auditor of the Company.

The Company Secretary then briefed the Members regarding the participation in the AGM which was followed by a speech delivered by the Chairman.

The Company Secretary declared that the Notice and Annual Report, containing the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2024, Auditor's Reports thereon and Board's Report, had been sent to the Members. Accordingly, the Notice, Board's Report and the Auditor's Report were taken as read. She further stated that all the documents as mentioned in the Notice and the Explanatory Statement thereto were available for inspection during the meeting on the NSDL e-voting system. There was no qualification, observation, adverse remark or disclaimer in the Auditors' Report on Standalone and Consolidated Financial Statements and the Secretarial Audit Report for the Financial Year 2023-24, except for an emphasis on matter provided in the Statutory Auditor's Report.

The Company had provided e-voting facility through NSDL to its members and the remote e-voting period commenced on 20th August, 2024 from 09:00 am (IST) and was concluded at 5:00 pm (IST) on 22nd August, 2024.

The floor was opened to ask questions or express views, for those members who had registered themselves as speakers. However, due to time constraint, certain shareholders were provided with the opportunity to speak while the remaining were requested to post their queries in the chatbox or send them through e-mail. Clarifications were provided to the queries raised by the Members.

The following items of business, as per the Notice, were put to vote through remote e-voting and e-voting at the AGM:

S. No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
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.	Ordinary Resolution

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2.	To re-appoint Mr. Udai Dhawan (DIN: 03048040) as a director liable to retire by rotation.	Ordinary Resolution
3.	To appoint M/s. S.R. Batliboi & Co. LLP, as the statutory auditor of the Company.	Ordinary Resolution
SPECIAL BUSINESS		
4.	To amend the Articles of association of the Company.	Special Resolution
5.	To pledge the shares held by Tek Travels DMCC in Jumbonline Accomodations & Service, S.L.U.	Special Resolution

The Chairman, thereafter, closed the meeting with a vote of thanks to all the Board Members and shareholders for their participation.

The Company Secretary mentioned that the voting results along with the Scrutinizer's Report on remote e-voting and e-voting at AGM shall be informed to the Stock Exchanges and shall also be placed on the website of the Company and the NSDL in accordance with applicable law. The meeting concluded at 03:07 pm (IST).

The e-voting facility was made available during the course of AGM and continued till 15 minutes after the conclusion of AGM.

Mr. Neelesh Kumar Jain, M/s. NKJ & Associates, Company Secretary in practice, was appointed as the Scrutinizer for the process of remote e-voting as well as e-voting at the AGM.

The voting results pursuant to Regulation 44(3) of SEBI Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

This is for your information and records.

For TBO Tek Limited

Neera Chandak
Company Secretary and Compliance officer