

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

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 108, 110 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 (“the Rules”), and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), pursuant to General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and 11/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter referred to as “MCA Circulars”), Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the SEBI (“**SEBI Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as **Listing Regulations**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and/or any other applicable law, rules or regulations 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 through voting by electronic means (the “**Remote E-Voting**”).

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 electronic means/remote e-voting in accordance with the law in fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of postal ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (the “**KFinTech**”) 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 schedule of events for Postal Ballot and Remote E-Voting is as under:

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

S. No	Activity	Date
1.	Weblink for temporary registration to receive Notice & credentials for remote e-voting	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
2.	Cut-off date for dispatch of Notice to shareholders and Remote E-Voting	Friday, May 31, 2024
3.	Remote e-Voting Commencement date and time	Tuesday, June 04, 2024, 9:00 a.m.
4.	Remote e-Voting End date and time	Wednesday, July 03, 2024, 5:00 p.m.
5.	Scrutinizer Report and Declaration of Results	On or before Friday, July 05, 2024

SPECIAL BUSINESS:

Item No. 1

Ratification of “TBO Employees Stock Option Scheme, 2021”

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

“RESOLVED THAT in furtherance of and supplement to the Special Resolution passed by the members in the Annual General Meeting of the Company held on September 29, 2021 and further amended by members via resolution passed in the Extra-Ordinary General Meeting on December 01, 2021, and pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof (“**Act**”), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (the “**Applicable Laws**”), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to further such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s) permission(s) and/or sanction(s), which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term for the purpose of this resolution

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

Registered Office Address: E-78 South Extension Part- I, New Delhi-110049, India
Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

shall be deemed to include any Committee, including Nomination and Remuneration Committee constituted by the Board under Section 178 of the Act and/or such other persons as may be authorized in this regard by the Board to exercise its powers, including the powers, conferred by this resolution), the "TBO Employee Stock Option Scheme 2021" (hereinafter referred as the "ESOS 2021" or "Scheme"), as approved by the members of the Company in the Annual General Meeting of the Company held on September 29, 2021 and further amended by members resolutions on December 01, 2021, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, (hereinafter referred as the "Stock Exchanges") be and is hereby ratified within the meaning of the SEBI SBEB Regulations as detailed in the explanatory statement annexed hereto, and the consent of the members of the Company be and is hereby accorded to the Board, to offer, issue, reissue, transfer and grant options, at any time, to or for the benefit of the eligible employees of the Company or group company including present and future subsidiary(ies) or its associate(s) company (as may be permitted under applicable laws) under ESOS 2021, administered through an irrevocable employee welfare trust namely TBO Employee Benefit Trust (the "TBO ESOP Trust") settled by the Company for the administration of the ESOS 2021, where one Option upon exercise shall convert to one equity share of the Company subject to payment/ recovery of requisite exercise price and applicable taxes, on such further terms, condition and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2021;

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme, suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

Item No. 2

Ratification of extension of benefits of TBO Employees Stock Option Scheme, 2021 ("ESOS 2021") to the employees of the Subsidiary Companies and Associate Companies, including Joint venture companies, if any.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

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

RESOLVED THAT in furtherance of and supplement to the Special Resolution passed by the members in the Annual General Meeting of the Company held on September 29, 2021 and further amended by members via resolution in the Extra-Ordinary General Meeting on December 01, 2021, and pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof ("**Act**"), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (the "**Applicable Laws**"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s) permission(s) and/or sanction(s), which may be agreed to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term for the purpose of this resolution shall be deemed to include any Committee, including Nomination and Remuneration Committee constituted by the Board under Section 178 of the Act, and/or such other persons as may be authorized in this regard by the Board to exercise its powers, including the powers, conferred by this resolution), the extension of benefits of the "TBO Employee Stock Option Scheme 2021" (hereinafter referred as the "**ESOS 2021**" or "**Scheme**") to and for the benefit of eligible employees under the ESOS 2021 of the present and future Subsidiaries of the Company and/or Associate Companies, including future Joint venture companies of the Company on such terms and conditions as provided in the ESOS 2021 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws, be and is hereby ratified.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme, suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

Sd/-

Neera Chandak
Company Secretary and Compliance Officer
Membership No: A21596

Date: May 30, 2024
Place: Gurugram

Registered office: E - 78, South Extension Part
I, New Delhi – 110 049
CIN: U74999DL2006PLC155233
Email: corporatesecretarial@tbo.com
Website: www.tbo.com

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | **Phone:** +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) and Rules related thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**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 Listing Regulations are annexed hereto.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) MCA Circulars and Regulation 44 of Listing Regulations read with SEBI Circulars, the Company is permitted to conduct the postal ballot process through electronic form and hence the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only. The Company has engaged Services of KfinTech to provide remote e-voting facility.
3. In compliance with above stated provisions, the Notice is being sent in electronic mode only to all those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 31, 2024 (the “**Cut-Off Date**”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / KfinTech, the Company’s Registrar & Transfer Agent (hereinafter referred to as “RTA”).
4. 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, if any, 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 duly filled and signed along with requisite supporting documents to KFin Technologies Limited at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
5. The Board of Directors have 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 electronic means/remote e-voting in accordance with the law in fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of postal ballot shall be final.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

Registered Office Address: E-78 South Extension Part- I, New Delhi-110049, India
Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

6. The remote e-voting period shall commence on Tuesday, June 04, 2024 at 09:00 a.m. IST (“Remote e-Voting Commencement date”) and shall end on Wednesday, July 03, 2024 at 05:00 p.m. IST, (“Remote e-Voting End date”) both days inclusive. Members holding equity shares of the Company as on the Remote e-Voting Cut-off Date i.e., Friday, May 31, 2024 (“Eligible Members”) shall be entitled to exercise their voting rights through remote e-voting on the resolution set out in this Notice. Members are requested to read the instructions in the Notes to Postal Ballot Notice to cast their vote electronically not later than 5:00 PM IST on Remote e-Voting End date. The remote e-voting module shall be disabled for voting thereafter. In case your email address is not registered, please follow the process mentioned in the Notes at para **16** to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).
7. The voting rights of Eligible Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Remote e-Voting Cut-off Date. A person who becomes a Member after the Remote e-Voting Cut-off Date should treat this Postal Ballot Notice for information purpose only.
8. This Postal Ballot Notice will also be available on the website of the Company at www.tbo.com as well as the relevant section(s) on the websites of Stock Exchanges where the Equity Shares of the Company are listed i.e., BSE Limited at www.bseindia.com (the “BSE”) and National Stock Exchange of India Limited at www.nseindia.com (the “NSE”) and the website of KfinTech at <https://evoting.kfintech.com> i.e., the agency providing the remote e-voting services.
9. Voting is being done on electronic platform only, therefore a Member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.sba@gmail.com with a copy marked to Corporatesecretarial@tbo.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.
11. If a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, as the case may be, then availability of this Notice on the Company’s website at www.tbo.com and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered.
12. The Scrutinizer will submit her report to the Chairman of the Company after the completion of scrutiny. Based on the report of the Scrutinizer, the result of the e-voting by postal ballot will be

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

announced by the Chairman or any Director or the Company Secretary of the Company duly authorized within the prescribed time and will be displayed on the website of the Company at www.tbo.com and website of E-voting service provider <https://evoting.kfintech.com> and the same shall also be communicated to the Stock Exchanges i.e. NSE & BSE.

13. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., Remote e-Voting End date. Further, resolution passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Members.
14. 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 Remote e-Voting End date. Members seeking to inspect such documents can send an email to corporatesecretarial@tbo.com mentioning his / her / its name, folio number / DP ID and Client ID.
15. In case of any queries/grievances, in relation to conduct of this postal ballot process, members may contact Registrar and Transfer Agent (RTA) at the details mentioned under the Information and Other Instructions Relating to Remote E-Voting.

16. Information and Other Instructions Relating to Remote E-Voting:

- a. In order to increase the efficiency of the remote e-voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
- b. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
- c. The remote e-voting facility will be available during the following period: Commencement of remote e-voting at **9.00 a. m. (IST) on** Remote e-Voting Commencement date and shall end at **5.00 p.m. (IST) on** Remote e-Voting End date. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KfinTech upon expiry of the aforesaid period.
- d. 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

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

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.

- e. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- f. The detailed process and manner for remote e-voting are explained herein below:

i. E-Voting procedure for Individual Shareholders holding securities in Demat:

a. Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I) URL: https://eservices.nsdl.com</p> <p>II) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>IV) Click on the link against TBO Tek Limited or e-Voting service provider “KFinTech” and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who has opted for Easi / Easiest</p> <p>I) URL: https://web.cdslindia.com/myeasinew/home/login/</p> <p style="text-align: center;">or</p> <p>URL: www.cdslindia.com</p> <p>II) Click on New System Myeasi</p> <p>III) Login with user id and password.</p> <p>IV) Option will be made available to reach e-Voting page without any further authentication.</p> <p>V) Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I) To register click on link: https://eservices.nsdl.com. Select “Register Online for IDeAS” or click on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II) Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I) Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/</p> <p>II) Proceed with completing the required fields.</p>
<p>3. By visiting the e-Voting website of NSDL</p> <p>I) URL: https://www.evoting.nsdl.com/</p>	<p>3. By visiting the e-Voting website of CDSL</p> <p>I) URL: www.cdslindia.com</p> <p>II) Provide demat Account Number and PAN No.</p>

<p>II) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</p> <p>V) Click on TBO Tek Limited or e-Voting service provider name “KFinTech” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>III) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.</p>
--	---

b. Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on TBO Tek Limited or e-Voting service provider name “KFinTech” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve their User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers NSDL - Email: evoting@nsdl.co.in, toll free numbers: 1800 1020 990 / 1800 22 44 30; or Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33.

ii. E-Voting procedure for Institutional Shareholders and Shareholders holding securities in Physical form:

- i) The details of the process and manner of remote e-voting are given below:
 - a) Initial password is provided in the body of the email.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

- b) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID / Client ID will be your User ID. However, if you are already registered with KfinTech for e-voting, you can use your existing User ID and password to cast your votes.
- ii) After entering the details appropriately, click on LOGIN.
- iii) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv) You need to login again with the new credentials.
- v) On successful login, the system will prompt you to select the EVENT i.e. TBO Tek Limited.
- vi) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- viii) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix) Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | **Phone:** +91 124 4998999

Registered Office Address: E-78 South Extension Part- I, New Delhi-110049, India
Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

through e-mail at scrutinizer.sba@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

- g. **Query / Grievance:** In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Ramdas Gunti, Senior Manager-Corporate Registry, at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | **Phone:** +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

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

Item No. 1 & 2

The Company pursuant to the resolution of the Board passed on September 27, 2021, and Members resolution dated September 29, 2021 the Company had adopted the TBO Employees Stock Option Scheme, 2021 (the “**ESOS 2021**” or “**Scheme**”). The ESOS 2021 was further amended pursuant to the resolution passed by the Members on December 01, 2021. The Scheme is in compliance with the SEBI SBEB Regulations.

The Scheme was framed with the objective of rewarding and motivating the employees, to attract and retain the best talent, to create a culture of ownership, and to build commitment towards the Company.

The Scheme will be administered by the TBO ESOP Trust under the supervision of the Nomination and Remuneration Committee (“NRC/Committee”). The Trust currently holds 24,08,640 equity shares of the Company, which were acquired by way of transfer from existing shareholders and bonus issue of the equity shares of the Company.

In terms of Regulation 12(1) of SEBI SBEB Regulations, no company is permitted to make any fresh grant which involves allotment or transfer of shares to employees under an employee stock option or stock appreciation right scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB Regulations and is ratified by its members after the listing of the shares of the Company.

Accordingly, pursuant to Company successfully listing at BSE and National Stock Exchange of India Limited with effect from May 15, 2024, (the “**Listing Date**”), the Scheme is placed before the Members for ratification in terms of the SEBI SBEB Regulations and approve certain other changes as explained hereinafter in this explanatory statement. The said amendments/ changes in the Scheme are not prejudicial to the interests of the Employees of (i) the Company; or (ii) holding/subsidiaries of the Company.

Approval of the Members is being sought for ratification of the Scheme and the issue of employee stock options (“**ESOPs**”) to the eligible employees as may be determined by the NRC in accordance with the Scheme.

Each option granted under ESOS 2021 will convertible into one equity share. The Company has not granted any fresh grant of options to employees after the Listing Date.

Further, as per Regulation 6 (3)(c) of SEBI SBEB Regulations approval of the shareholders by way of separate Special Resolution is also required for grant of options to the identified employees of Subsidiary Company and /or Associate Companies, including joint venture companies, if any.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

Particulars as required under Regulation 6 and other applicable provisions of the SEBI SBEB Regulations, the Listing Regulations and the circulars / guidelines issued by the Securities and Exchange Board of India ("SEBI"), are given below:

A. Brief description of the scheme

The purpose of the ESOS 2021 is to attract and retain talented Employees and create wealth in the hands of Employees. Such Exercise will also create sense of ownership and participation amongst the Employees and will ensure achievement of organizational performance goals along with creation of value for the shareholders of the Company.

B. Total number of options to be granted under the Scheme

Total number of options available with trust is 24,08,640 and out of these options, the pool available for grant is 7,36,440 options, convertible in to one equity share of Re. 1/- each (as may be adjusted for any options lapsed or cancelled or as adjusted for any corporate action including bonus issue, rights issue, stock split, merger, de-merger, or any other form of capital or corporate restructuring).

C. Identification of class of employees entitled to participate and be beneficiaries in the Scheme

"Employees" shall mean:

- a. an employee as designated by the Company, who is exclusively working in India or outside India;
- b. a director of the company, whether a whole-time director or not, including a non- executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c. an employee as defined in (i) or (ii) above, of a group company of the Company including subsidiary or its Associate Company, in India or outside India, or of a holding company of the Company, **but does not include:**
 - i. an employee who is a promoter or a person belonging to the promoter group; or
 - ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company;

"Eligible Employees" shall mean such Employees as are shortlisted by the Committee for Grant of Options under this ESOS and shall to the extent permitted by Applicable Laws include any other categories of personnel identified by the Committee, from time to time.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4988999

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

Your booking experience starts at www.tbo.com

D. Requirements of vesting and period of vesting

- a) The Vesting period will be decided by the Committee, subject to powers granted to the Committee under the ESOS 2021, as and when any Grant takes place.
- b) The Vesting conditions in respect of the Options Granted under this ESOS 2021 shall be as determined by the Committee from time to time subject to a minimum Vesting period of 1 (one) year and a maximum Vesting period of 5(five) years from date of Grant of Options based on performance rating, period of service, rank or designation or such other parameters decided by the Committee, from time to time. Upon commencement of this ESOS 2021 Scheme, subject to terms and conditions of this ESOS 2021 Scheme, the Options Granted to Eligible Employees shall vest as may be decided by the Committee.
- c) In the event of death or permanent incapacity of an Eligible Employee, the minimum Vesting period of 1 (one) year shall not be applicable and in such instances, the Options shall vest in terms of ESOS 2021 on the date of the death or permanent incapacity.
- d) Subject to the terms contained herein, the acceptance of a Grant by an Eligible Employee shall bind such Eligible Employee to terms and conditions of the ESOS 2021 Scheme.

E. Maximum period within which the options shall be vested

The maximum period within which the options can be vested is 5(five) years from the date of grant of the such options.

F. Exercise price or pricing formula

Unless otherwise determined by the Committee, the Exercise Price shall not be less than face value of the Share and shall not exceed Fair Market Value of the Share as on the Grant Date which may be decided by the Committee.

The Options offered and the Exercise Price may be different for Eligible Employees from time to time and shall be as determined at the time of every Grant of Options by the Committee.

G. Exercise period and process of exercise

- (i) The Vested Options shall be exercisable on payment of Exercise Price and applicable taxes, according to the terms and conditions as determined and set forth under the ESOS 2021 Scheme within a maximum period of 5 years from date of Vesting of such Options subject to other applicable provisions of ESOS 2021.
- (ii) The Eligible Employee, who wishes to Exercise Options, shall at least 1 (one) month before the relevant month in which he proposes to Exercise his Options, shall intimate such desire to Exercise Options to Trust, by way of an intimation letter, in the form and manner provided as provided in the Scheme.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

- (iii) Basis the Intimation Letters received by the Trust during the relevant month, the Trust shall, within 2 working days of the end of each month, place a request with the Committee in such form and manner as may be prescribed, for issue of such numbers of Shares to Trust for transfer to Eligible Employees in the manner prescribed under the Scheme.
- (iv) The Committee shall decide on exploring the options for issuance of Shares, either by way of primary issue or secondary acquisition through the Trust subject to adherence with the Applicable Laws and regulations as prevailing and in force from time to time.
- (v) In case of secondary acquisition, the Trust shall acquire the Shares from open market in single or multiple tranches in compliance with SEBI Regulations, if applicable, at various points of time as may be decided by the Committee.
- (vi) In case of primary issue, the Company shall undertake necessary formalities to issue such number of Shares to the Trust in a single tranche or in multiple tranches as may be decided by the Committee.

The powers of the NRC, *inter alia*, include the power to determine and decide the Exercise Period within which the Employee should Exercise the Option and that Option would lapse on failure to Exercise the Option within the Exercise Period.

H. The appraisal process for determining the eligibility of employees for the scheme

The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC, at its own discretion.

I. Maximum number of options to be granted per employee and in aggregate

The maximum number of Shares that may be issued/transferred by the Trust shall not exceed 39,08,999 after adjustment for bonus issue (against 7,10,727 as originally approved under the ESOS 2021 vide resolution of members dated September 29, 2021) and as further may be adjusted for any corporate action including bonus issue, rights issue, stock split, merger, de-merger, or any other form of capital or corporate restructuring.

The Shares mentioned above may be acquired by the Committee/Trust from the secondary market subject to the requisite approval and Applicable Laws including SEBI Regulations.

The Committee shall normally determine the number of Options for an Eligible Employee, within the maximum limits applicable. The maximum number of Options that may be Granted per individual Eligible Employee and in aggregate, during any 1 (one) year, shall be less than 5,22,500 after adjustment for bonus issue (against 95,000 as originally approved in said Scheme vide resolution of members dated September 29, 2021) and as further may be adjusted for any corporate action including bonus issue, rights issue, stock split, merger, de-merger, or any other form of capital or corporate restructuring unless approved by way of a separate resolution in the General Meeting of the Company.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

J. Maximum quantum of benefits to be provided under a scheme(s)

The maximum benefits underlying the Equity Shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the Equity Shares.

K. Whether the ESOS 2021 scheme is to be implemented and administered directly by the company or through a trust

The ESOS will be administered by the TBO ESOP Trust under the supervision of the Committee.

L. Whether ESOS 2021 involves new issue of shares by the company or secondary acquisition by the trust or both

The ESOS 2021 can be implemented through direct allotment from the Company or secondary acquisition by the Trust. Since, the TBO ESOP Trust already holds the requisite number of options it can transfer to the eligible employees under ESOS 2021, hence no further creation of shares or secondary acquisition of shares is intended, except in case of any adjustment due to any corporate action including bonus issue, rights issue, stock split, merger, de-merger, or any other form of capital or corporate restructuring.

M. The amount of loan to be provided for implementation of ESOS 2021 by the Company to the trust, its tenure, utilization, repayment terms, etc

The Company has provision of loan to the ESOP Trust upto an amount not exceeding five percent of the paid up capital and free reserves of the Company, as prescribed under Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

The loan shall be utilized for the purposes of subscription and / or purchase of equity shares of the Company by the Trust / Trustees.

Any amount retained by the Trust over and above as required for the implementation of the ESOS 2021 shall be used to repay the loan availed by it and / or for the benefit of the beneficiaries under the ESOS 2021.

No further loans are intended to be granted to the TBO ESOP Trust. The details of loan already granted to the TBO ESOP Trust prior to the IPO of the Company are as under:

Amount of Loan outstanding: 60,000,000

Tenure: Not defined

Rate of Interest: Nil

Repayment Terms: Not defined

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

Utilisation: The loan amount is utilized for the purposes purchase of equity shares of the Company by the TBO ESOP Trust

N. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of ESOS 2021

The total number of shares under secondary acquisition held by the trust shall at no point of time exceed 5% of the paid-up Equity capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition or such other limits as may be prescribed from time to time.

O. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall comply with the disclosure requirements and the accounting policies prescribed under regulation 15 of the SEBI SBEB Regulations.

P. The method which the company shall use to value its options

The Company shall use the Fair Value Method or such Option Valuation Method for valuation of the stock options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

Q. Statement with regard to disclosure in Director's Report

Where the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

R. Period of lock-in

Subject to the Applicable laws, the Shares once allotted pursuant to the exercise of the Options would not be subject to any lock-in period.

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com

S. Terms & conditions for buyback, if any, of specified securities covered under these regulations

The powers of the Committee, inter alia, include the power to determine and decide the procedure for buy-back of options granted, if to be undertaken at any time by the Company, and the applicable terms and conditions, including

- a) permissible sources of financing for buy-back;
- b) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- c) limits upon quantum of Options that the Company may buy-back in a financial year;

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No 1 and 2 except to the extent of the stock options that are granted or may be granted to them under the ESOS 2021.

Accordingly, your Directors recommend the Special Resolutions set out at Item No. 1 and 2 of the Notice for approval by the Members.

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

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

Date: May 30, 2024
Place: Gurugram

Registered office: E - 78, South Extension Part
I, New Delhi – 110 049
CIN: U74999DL2006PLC155233
Email: corporatesecretarial@tbo.com
Website: www.tbo.com

TBO Tek Limited

CIN: U74999DL2006PLC155233

Email: info@tbo.com | Phone: +91 124 4998999

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

Corporate Office Address: Plot No. 728, Udyog Vihar Phase- V Gurgaon-122016 Haryana, India

Your booking experience starts at www.tbo.com