

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting (“EGM”) of the members of TBO Tek Limited (“the Company”) will be held on Wednesday, the 21<sup>st</sup> day of February 2024 at 04:00 pm (IST) through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) at shorter notice to transact the following business:

### SPECIAL BUSINESS

#### **1. Adoption of amended Articles of Association of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, and in accordance with the enabling provisions of the memorandum of association of the Company and other applicable provisions, if any, and in order to align Part B of the Articles of Association (“AoA”) of the Company with the amendments made to the SHA, consent of the shareholders be and is hereby accorded to the amended Part B of AoA, as placed before the shareholders of the Company, and the same is hereby approved and adopted as Part B of AoA of the Company, in total exclusion and substitution of the existing Part B of AoA of the Company.

**RESOLVED FURTHER THAT** any Director and Company Secretary, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana, at New Delhi and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorised to certify the true copy of the aforesaid resolutions.”

**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

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**By Order of the Board of Directors  
For TBO Tek Limited  
(Formerly TBO Tek Private Limited and Tek Travels Private Limited)**



*Neera Chandak*

**Neera Chandak**  
**Company Secretary**  
Membership No.: A21596  
Level 22, Tower C, Building No. 5,  
DLF Cyber City, Gurugram-122002, Haryana, India  
CIN: U74999DL2006PLC155233  
Email id: [Neera.chandak@tbo.com](mailto:Neera.chandak@tbo.com)

**Registered Office:**

E-78 South Extension, Part-1,  
New Delhi-110049, India  
Date: February 17, 2024

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of EGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for the EGM shall be "Level 22, Tower C, Building No. 5 DLF Cyber City, Gurugram-122002, Haryana, India".
2. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, setting out the material facts and reasons, in respect of item of this Notice is annexed herewith. The Board of Directors of the Company considered that the special business being unavoidable, shall be transacted at the EGM of the Company.
3. Since the EGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EGM venue is also dispensed with.
4. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of participation and voting at the EGM. Corporate members intending to allow their authorized representative(s) to attend the meeting are requested to provide to the Company, a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Please note that TBO Employees Benefit Trust do not hold any voting right.
6. The copy of Notice is being sent through electronic mode to all the members.
7. Notice of the EGM will also be available on the website of the Company at <https://www.tbo.com>.
8. Participation in Meeting:
  - (i) The Company is providing VC/ OAVM facility to its members for joining/participating at the EGM. Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting.
  - (ii) Members are requested to use the following link to join the meeting:  
<https://us06web.zoom.us/j/84043572163?pwd=XxB2UPg6FK2AwiS9jPI17PzyPj6VKb.1>  
Meeting ID and password will be mailed separately to the members/participants.

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- (iii) On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above the zoom link.
9. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

**Item No. 1**

Pursuant to amendments made to the shareholders' agreement, entered into by and among the Company, TBO Korea Holdings Limited, Augusta TBO (Singapore) Pte. Ltd., General Atlantic Singapore TBO Pte. Ltd., LAP Travel Private Limited, Ankush Nijhawan, Gaurav Bhatnagar and Manish Dhingra ("**SHA Parties**", and such agreement, the "**SHA**"), by way of a second amendment agreement to the SHA entered into by and among the SHA Parties, the Company is required to amend Part B of the articles of association of the Company ("**AoA**").

Copy of the existing Articles of Association and the proposed revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Articles of Association requires approval of the members of the Company by way of a special resolution. The Board of Directors recommends resolution set out at Item No. 1 of the accompanying Notice for the approval of the shareholders by way of special resolution.

Save and except Mr. Gaurav Bhatnagar, Mr. Ankush Nijhawan and Mr. Udai Dhawan (as a nominee director of TBO Korea Holdings Limited and Augusta TBO (Singapore) Pte. Ltd.), none of the directors, key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

**By Order of the Board of Directors  
For TBO Tek Limited  
(Formerly TBO Tek Private Limited and Tek Travels Private Limited)**



*Neera Chandak*  
**Neera Chandak**  
**Company Secretary**  
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**Annexure-A**

**Shorter Notice Consent**

Consent of shareholder for shorter notice

*[Pursuant to section 101(1) of the Companies Act, 2013]*

**Date:** \_\_\_\_\_

**The Board of Directors  
TBO Tek Limited**

**Subject: Consent to convene the Extra Ordinary General Meeting at a Shorter Notice**

Dear Directors,

I, \_\_\_\_\_, holding \_\_\_\_\_ equity shares in the Company, hereby give consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra Ordinary General Meeting of the Company at a shorter notice on Wednesday February 21, 2024, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

\_\_\_\_\_  
**Name-**  
(Member)

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