

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") of the members of TBO Tek Limited (formerly TBO Tek Private Limited and Tek Travels Private Limited) ("the Company") will be held on Wednesday, the 17th day of August 2022 at 12:00 Noon (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") at shorter notice to transact the following business:

SPECIAL BUSINESS

1. TO BORROW MONEY AND CREATE CHARGES/ MORTGAGES ON THE ASSETS 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 180(1)(a), 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted by the Board), to borrow any sum or sums of money, from time to time at its discretion, including moneys already borrowed, for the purpose of the business of the Company, from any one or more banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate or such other persons, whether in India or abroad, as the Board may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding Rs. 500 Crore (Rupees Five Hundred Crore), which includes the fund-based borrowings up to Rs. 100 Crore (Rupees One Hundred Crore), at any point of time, and to create such mortgages, charges, and hypothecations, as may be necessary, on the assets of the Company, both present and future, to or in favor of such banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate to secure the said borrowings from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid borrowing(s) and further to do all such acts, deeds and things and to execute all documents including the documents for creating the aforesaid mortgages, charges and/ or hypothecations and to modify, alter or vary, the terms and conditions of the aforesaid documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution and delegate all or any of the powers herein conferred to any Committee or the Jt. Managing Directors or any other Director or Officer(s) of the Company."

TBO Tek Limited
(Formerly Known as TBO Tek Private Limited and Tek Travels Private Limited)

CIN: U74999DL2006PLC155233

✉ info@tbo.com | ☎ +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-122002, 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

Registered Office:

E-78 South Extension, Part-1,

New Delhi-110049, India

Date: 12/08/2022

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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 and Circular No. 2/2022 dated May 5, 2022 (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/86118672330?pwd=bn9pYzFmV0FrcVBsK0VsVitRN0NBdz09>

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- Meeting ID and password will be mailed separately to the members/participants.
- (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.
10. Pursuant to Section 101(1) of the Companies Act, 2013, a general meeting may be called after giving shorter notice, if consent in writing or by electronic mode, is accorded thereto by majority in number of members entitled to vote and who represent not less than ninety-five percent of such part of paid-up share capital of the company as gives a right to vote at the meeting. In this regard, you are requested to provide your consent, either in writing as per the format enclosed herewith as Annexure A or through electronic mode, to hold this EGM at shorter notice.

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

ITEM NO. 1

Pursuant to Section 180(1)(c) of the Companies Act, 2013 (Act), the Board of Directors of a Company cannot, except with the consent of the Members of the Company in a general meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves and securities premium. Further, as per the provisions of Section 180(1)(a) of the Act, the Board of Directors are authorized to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, only with the consent of the members by way of a special resolution.

In order to efficiently manage the day-to-day operations, the Company avails credit facilities from various banks, financial institutions, etc. (Lenders) as and when required and secures the same by creating charge/ mortgage/ hypothecation etc. on Company's current assets in favor of Lenders. Since the current assets constitute the undertaking of the Company, it is required to pass a special resolution under Section 180(1)(a) and Section 180(1)(c) of the Act, consenting to creation of mortgage/ charge/ hypothecation on current assets of the Company and to borrow money, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding Rs. 500 Crore (Rupees Five Hundred Crore), which includes the fund-based borrowings up to Rs. 100 Crore (Rupees One Hundred Crore), at any point of time.

The Board of Directors recommends the Resolution as set out at Item No. 1 of the Notice for approval of the Members of the Company as Special Resolution.

None of the Directors and KMP of the Company and their relatives are, in any way interested or concerned in the resolution except to the extent of their shareholding in the Company.

**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

Registered Office:
E-78 South Extension, Part-1,
New Delhi-110049, India
Date: 12/08/2022

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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 (Formerly TBO Tek Private Limited and Tek Travels Private Limited)
("the Company")

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, August 17, 2022, at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Name-
(Member)

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