

| General information about company | |
|--|-----------------|
| Scrip code | 544174 |
| NSE Symbol | TBOTEK |
| MSEI Symbol | NOTLISTED |
| ISIN | INE673O01025 |
| Name of the entity | TBO Tek Limited |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2024 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

| Disclosure of notes on composition of board of directors explanatory | | | | | | | Textual Information(1) | |
|--|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|
| Whether the listed entity has a Regular Chairperson | | | | | | | Yes | |
| Whether Chairperson is related to MD or CEO | | | | | | | No | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
| 1 | Mr | Ravindra Dhariwal | ADPPD1049Q | 00003922 | Non-Executive - Independent Director | Chairperson | | 11-09-1952 |
| 2 | Mr | Ankush Nijhawan | AADPN3831H | 01112570 | Executive Director | Not Applicable | MD | 24-10-1977 |
| 3 | Mr | Gaurav Bhatnagar | AFIPB4242A | 00446482 | Executive Director | Not Applicable | MD | 12-08-1979 |
| 4 | Mr | Udai Dhawan | AAFPD8085P | 03048040 | Non-Executive - Nominee Director | Not Applicable | | 17-01-1973 |
| 5 | Ms | Anuranjita Kumar | AAEPK6948B | 05283847 | Non-Executive - Independent Director | Not Applicable | | 02-11-1971 |
| 6 | Mr | Bhaskar Pramanik | ACAPP6936A | 00316650 | Non-Executive - Independent Director | Not Applicable | | 20-03-1951 |
| 7 | Mr | Rahul Bhatnagar | AADPB7374B | 07268064 | Non-Executive - Independent Director | Not Applicable | | 29-03-1958 |

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |

I. Composition of Board of Directors

| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| 1 | NA | | 24-11-2021 | 24-11-2021 | | 31 | 4 | 2 | 5 | 3 | | | |
| 2 | NA | | 12-03-2007 | | | | 1 | 0 | 2 | 0 | | | |
| 3 | NA | | 06-11-2006 | | | | 1 | 0 | 2 | 0 | | | |
| 4 | NA | | 07-09-2018 | | | | 1 | 0 | 0 | 0 | | | |
| 5 | NA | | 24-11-2021 | 24-11-2021 | | 31 | 1 | 1 | 2 | 0 | | | |
| 6 | NA | | 24-11-2021 | 24-11-2021 | | 31 | 1 | 1 | 2 | 1 | | | |
| 7 | NA | | 24-11-2021 | 24-11-2021 | | 31 | 4 | 4 | 5 | 5 | | | |

Text Block

Textual Information(1)

To keep the consistent disclosure approach for both the stock exchanges in alignment with the FAQs released by NSE and its format of CG report the number of chairmanship held in Audit and Stakeholders Relationship Committee includes all public companies whether listed or not.

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07268064 | Rahul Bhatnagar | Non-Executive - Independent Director | Chairperson | 24-11-2021 | | |
| 2 | 00003922 | Ravindra Dhariwal | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 3 | 00316650 | Bhaskar Pramanik | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 4 | 05283847 | Anuranjita Kumar | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 5 | 01112570 | Ankush Nijhawan | Executive Director | Member | 24-11-2021 | | |
| 6 | 00446482 | Gaurav Bhatnagar | Executive Director | Member | 24-11-2021 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 05283847 | Anuranjita Kumar | Non-Executive - Independent Director | Chairperson | 24-11-2021 | | |
| 2 | 07268064 | Rahul Bhatnagar | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 3 | 00003922 | Ravindra Dhariwal | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 4 | 03048040 | Udai Dhawan | Non-Executive - Nominee Director | Member | 24-11-2021 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00316650 | Bhaskar Pramanik | Non-Executive - Independent Director | Chairperson | 24-11-2021 | | |
| 2 | 01112570 | Ankush Nijhawan | Executive Director | Member | 24-11-2021 | | |
| 3 | 00446482 | Gaurav Bhatnagar | Executive Director | Member | 24-11-2021 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00446482 | Gaurav Bhatnagar | Executive Director | Chairperson | 26-11-2021 | | |
| 2 | 01112570 | Ankush Nijhawan | Executive Director | Member | 26-11-2021 | | |
| 3 | 00003922 | Ravindra Dhariwal | Non-Executive - Independent Director | Member | 26-11-2021 | | |
| 4 | 00316650 | Bhaskar Pramanik | Non-Executive - Independent Director | Member | 26-11-2021 | | |
| 5 | 07268064 | Rahul Bhatnagar | Non-Executive - Independent Director | Member | 26-11-2021 | | |
| 6 | 00000000 | Vikas Jain | Chief Financial Officer | Member | 26-11-2021 | | |
| 7 | 00000000 | Neera Chandak | Company Secretary and Compliance Officer | Member | 26-11-2021 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01112570 | Ankush Nijhawan | Executive Director | Chairperson | 12-10-2015 | | |
| 2 | 00446482 | Gaurav Bhatnagar | Executive Director | Member | 12-10-2015 | | |
| 3 | 00003922 | Ravindra Dhariwal | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 4 | 07268064 | Rahul Bhatnagar | Non-Executive - Independent Director | Member | 24-11-2021 | | |
| 5 | 05283847 | Anuranjita Kumar | Non-Executive - Independent Director | Member | 24-11-2021 | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|----------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 01112570 | Ankush Nijhawan | IPO Committee | Executive Director | Member | |
| 2 | 00446482 | Gaurav Bhatnagar | IPO Committee | Executive Director | Member | |
| 3 | 03048040 | Udai Dhawan | IPO Committee | Non-Executive - Nominee Director | Member | |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 17-02-2024 | | | | Yes | 7 | 6 | 3 |
| 2 | 30-03-2024 | | 41 | | Yes | 7 | 6 | 3 |
| 3 | | 16-04-2024 | 16 | | Yes | 7 | 6 | 3 |
| 4 | | 28-04-2024 | 11 | | Yes | 7 | 7 | 4 |
| 5 | | 10-05-2024 | 11 | | Yes | 7 | 7 | 4 |
| 6 | | 30-05-2024 | 19 | | Yes | 7 | 7 | 4 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---------------------------------------|--|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 20-02-2024 | | | | Yes | 6 | 4 | 4 | 0 |
| 2 | Audit Committee | 16-04-2024 | 55 | | | Yes | 6 | 5 | 3 | 0 |
| 3 | Audit Committee | 30-05-2024 | 43 | | | Yes | 6 | 6 | 4 | 0 |
| 4 | Nomination and remuneration committee | 30-05-2024 | | | | Yes | 4 | 4 | 3 | 0 |
| 5 | Nomination and remuneration committee | 17-06-2024 | 17 | | | Yes | 4 | 4 | 3 | 0 |
| 6 | Stakeholders Relationship Committee | 30-05-2024 | | | | Yes | 3 | 3 | 1 | 0 |

Annexure 1

IV. Meeting of Committees

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 7 | Corporate Social Responsibility Committee | 30-05-2024 | | | | Yes | 5 | 5 | 3 | 0 |
| 8 | Other Committee | 19-04-2024 | | IPO Committee | | Yes | 3 | 3 | 0 | 0 |
| 9 | Other Committee | 02-05-2024 | 12 | IPO Committee | | Yes | 3 | 3 | 0 | 0 |
| 10 | Other Committee | 07-05-2024 | 4 | IPO Committee | | Yes | 3 | 3 | 0 | 0 |
| 11 | Other Committee | 13-05-2024 | 5 | IPO Committee | | Yes | 3 | 3 | 0 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | No |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Neera Chandak |
| 2 | Designation | Company Secretary and Compliance Officer |

Text Block

Textual Information(1)

The requirement of constitution of Risk Management Committee is not applicable to the Company. However the Company has voluntarily constituted RMC and its composition is in terms of SEBI Listing Regulations.
Corporate Governance Report for the quarter ended June 30, 2024 shall be placed before the Board of Directors in the upcoming meeting.

| Details of Cyber security incidence | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | Neera Chandak |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Gurugram |
| Date | 16-07-2024 |

