



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

To,
The Members of TSC India Limited

NOTICE is hereby given pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with MCA General Circular Nos. 14 & 17/2020 dated 8th April 2020 and 13th April 2020 respectively and MCA General Circular No. 03/2025 dated 22nd September 2025 ("MCA Circulars") and subject to other applicable laws, rules and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by voting only through electronic means ("remote E-Voting").

The Explanatory Statement pursuant to sections 102 and 110 of the Act pertaining to the Special Resolutions setting out the material facts concerning the same, the reasons thereof and additional information as required under the Listing Regulations are annexed to this Postal Ballot Notice.

Members are requested to peruse the proposed Resolutions along with Explanatory Statement and thereafter record their assent or dissent by means of remote E-Voting facility provided by the Company not later than 5:00 p.m. IST on Wednesday, 07th January 2026. Members are requested to carefully read the instructions in the Notes under the section "Voting through remote E-Voting" for the process and manner in which remote E-Voting is to be carried out.

SPECIAL BUSINESS:

Item No.01

Appointment of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793) as an Executive Director 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 Sections 196, 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies

TSC INDIA Limited

(Formerly known as TSC Travel Services Private Limited)

Regd. Office: Midland Financial Centre, Office no. 3, 2nd Floor, 21-22 G.T Road, Jalandhar-144001 | Tel: 0181 4288888 Email: info@tscpl.biz

GSTIN: 03AABCT8603L1ZC | CIN: U63040PB2003PTC026209 | www.tscindialimited.com

(Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Syed Qaim Abbas Rizvi (DIN: 07641793), who was appointed as an Additional Director of the Company with effect from 10th October 2025 under Section 161 of the Act, and who qualifies for being appointed as an Executive Director, be and is hereby appointed as an Executive Director of the Company, subject to retirement by rotation, to hold office for a period of 5 (five) consecutive years commencing from 10th October 2025 to 9th October 2030 (both days inclusive).

FURTHER RESOLVED THAT the Board of Directors of the Company be authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.02

Fixation of Remuneration of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793)

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Members to the resolution for appointment of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793) as Executive Director, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Syed Qaim Abbas Rizvi by way of salary and permissible perquisites/allowances, at a maximum rate of Rs. 6,00,000/- (Rupees Six Lakhs Only) per month, for a period of three (3) years commencing from 10th October, 2025.

RESOLVED FURTHER THAT the remuneration as approved above shall be payable to Mr. Syed Qaim Abbas Rizvi even in the event of absence or inadequacy of profits in any financial year during the aforesaid period of three years, subject to compliance with the conditions specified under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution including filing of necessary forms and returns with the Registrar of Companies, Stock Exchanges and other statutory authorities.”

Item No.03

Appointment of Mrs. Richa Arora (DIN: 10774144) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Richa Arora (DIN: 10774144) who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 10th October 2025 under section 161 of the Act and who qualifies for being appointed as an Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 10th October 2025 to 9th October 2030 (both days inclusive).

FURTHER RESOLVED THAT the Board of Directors of the Company be authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Sonia Gaba
Company Secretary
FCS 10083

Place: Jalandhar

Date: December 08th, 2025

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, 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 attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, December 05, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.tscindialimited.com, website of the National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of CDSL at i.e. www.evotingindia.com.

4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process .Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. **The e-voting period commences at 09:00 AM (IST) on Tuesday, December 09, 2025 and ends on 05:00 PM (IST) on Wednesday, January 07, 2026.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, January 07, 2026.
8. 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 the last date of e-voting. Members seeking to inspect such documents can send an email to cs@tscpl.biz mentioning his / her / its folio number / DP ID and Client ID.
9. Once the vote on a resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 05:00 PM (IST) on Wednesday, January 07, 2026. In case a member has any queries or grievances regarding e-voting he or she may send mail to cs@tscpl.biz.
13. Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Bigshare Services Private Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form) at following address:

- Address: Bigshare Services Pvt Ltd, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
- Contact No: 022-6263 8200
- E-mail id: investor@bigshareonline.com

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on 09:00 AM (IST) on Tuesday, December 09, 2025 and ends on 05:00 PM (IST) on Wednesday, January 07, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 05 December, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|--|
| <u>Individual Shareholders holding securities in</u> | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will |

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| <p><u>Demat mode with CDSL Depository</u></p> | <p>be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at |

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| | <p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |

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| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p> |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant TSC India Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tscpl.biz , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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

Item no.01

Appointment of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793) as an Executive Director Proposal

The Board of Directors of the Company at its Meeting held on 10th October, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793) as an Additional Director (Executive) of the Company with effect from 10th October, 2025 for a tenure of 5 consecutive years , under Section 161 of the Companies Act, 2013 (“the Act”), subject to approval of the Members, and his appointment as an Executive Director of the Company, liable to retire by rotation, on such terms and conditions including remuneration as approved by the NRC and the Board.

Process & Basis of Appointment

The NRC evaluated the profile of Mr. Syed Qaim Abbas Rizvi, considering his extensive industry experience, leadership capabilities, operational expertise and contribution to business growth.

After due assessment of his qualifications, experience, knowledge and ability to devote sufficient time, the NRC recommended his appointment to the Board as an Executive Director. The Board, after careful evaluation, approved the said appointment.

The Board is satisfied that his appointment will strengthen the management and operational leadership of the Company.

Brief Profile of Mr. Syed Qaim Abbas Rizvi

Mr. Syed Qiam Abbas Rizvi is an accomplished professional with over two decades of diverse experience in the travel and tourism industry. He has successfully led business operations, strategic initiatives, and organizational development across multiple reputed enterprises. Over the years, he has built strong expertise in business expansion, client relations, and operational excellence, contributing significantly to the growth and transformation of the organizations he has been associated with.

Mr. Rizvi holds a Bachelor’s degree in Arts and a Diploma in Airlines and Travel Management from Trade Wings Institute. His visionary approach, leadership capabilities, and deep industry insight continue to drive sustainable business success and innovation.

Declarations & Compliance

Mr. Syed Qaim Abbas Rizvi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also

submitted disclosure of interest in Form MBP-1 and a declaration under Section 152 of the Act.

He is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other statutory authority.

In the opinion of the Board, Mr. Syed Qaim Abbas Rizvi fulfils the conditions specified in the Act for appointment as a Director and is fit and proper to be appointed as an Executive Director of the Company.

Justification for Appointment

The Board is of the opinion that Mr. Syed Qaim Abbas Rizvi's extensive leadership experience, deep understanding of the travel and tourism industry, entrepreneurial background and operational expertise will be of immense benefit to the Company and will significantly strengthen the Company's executive leadership, business strategy and operational efficiency.

Statutory Requirement for Approval

Pursuant to the provisions of Sections 152, 196, 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members by way of a Special Resolution is required for the appointment of Mr. Syed Qaim Abbas Rizvi as an Executive Director of the Company.

Accordingly, the approval of the Members is being sought for the appointment of Mr. Syed Qaim Abbas Rizvi (DIN: 07641793) as an Executive Director of the Company with effect from 10th October, 2025.

Recommendation

The Board recommends the Special Resolution set out at this Item of the Notice for approval of the Members.

Item no.02

Fixation Remuneration of Mr. Syed Qaim Abbas Rizvi

Looking to the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities, it is considered prudent and appropriate to remunerate the Directors. There is a maximum limit prescribed in Section 197 and Schedule V of the Companies Act, 2013 on the Managerial Remuneration of the Company. However, the Board of Directors of the Company has decided to pay the remuneration in excess of this limit; therefore, Special Resolution is required.

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| Basic Salary | Upto Rs. 6,00,000/- (Rupees Six Lakhs) per month with effect from 10th October 2025. |
| Remuneration In The Event Of Loss Or Inadequacy Of Profits | In the event of inadequacy or absence of profits in any financial year during his tenure, the Director will be entitled to the above remuneration mentioned above by way of minimum remuneration. |

The details as required under Schedule V of the Companies Act, 2013 are provided below:

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| I. General Information | |
| Nature of industry | Travel And Tourism Services |
| Date or expected date of commencement of commercial production | Existing Company in Operation since 2003 |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |
| Financial performance based on given indicators | In the financial year 2024-25, the Company made a turnover of INR 24,04,96,715 on Standalone Basis and INR 25,78,14,284 on Consolidated Basis and Profit After Tax of INR 4,53,01,198 on Standalone basis and INR 4,62,01,588 on Consolidated Basis. |
| Foreign investments or collaborations, if any | Not Applicable |
| II. Information about the appointee | |
| Background details | Mr. Syed Qaim Abbas Rizvi is a Graduate in Arts and holds a Diploma in Airlines & Travel Management. He has over 20 years of experience in the travel and tourism industry and has held senior leadership roles in reputed travel organizations. |
| Past remuneration Approved | Not Applicable (New Appointment) |
| Recognition or awards | NIL |
| Job profile and his suitability | As Executive Director, he shall be responsible for overall business operations, strategic expansion, sales leadership, vendor alliances, compliance oversight and operational governance. His extensive industry experience makes him well-suited for this role. |
| Remuneration proposed | Upto Rs. Rs. 6,00,000/- (Rupees Six Lakhs) per month |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The proposed remuneration is comparable with similarly placed executives in companies of similar size and nature of business and is commensurate with his experience and responsibilities. |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | He does not have any pecuniary relationship with the Company or its managerial personnel, except to the extent of the proposed remuneration. |
| III. Other information | |
| Reasons of loss or inadequate profits | Market volatility, regulatory changes, rising operational costs and global travel industry fluctuations may impact profitability during certain periods. |
| Steps taken or proposed to be taken for | The Company is strengthening digital platforms, |

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| improvement | expanding service verticals, and optimizing cost structures to improve operational efficiency and profitability. |
| Expected increase in productivity and profits in measurable terms | Though exact quantification is not possible, improved leadership and operational streamlining are expected to result in sustainable growth. |

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution for approval of remuneration payable to Mr. Syed Qaim Abbas Rizvi.

Item No.03

Appointment of Mrs. Richa Arora (DIN: 10774144) as an Independent Director Proposal

The Board of Directors of the Company at its Meeting held on 10th October, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mrs. Richa Arora (DIN: 10774144) as an Additional Director (Independent and Non-Executive) of the Company with effect from 10th October, 2025, under Section 161 of the Companies Act, 2013 (“the Act”), subject to approval of the Members, to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years, commencing from 10th October, 2025 to 9th October, 2030 (both days inclusive).

Process & Basis of Appointment

The NRC evaluated profiles of various candidates for appointment as an Independent Director and identified the skills, expertise and competencies required for the effective functioning of the Board.

After due assessment of her qualifications, experience, independence, knowledge and ability to devote sufficient time, the NRC found Mrs. Richa Arora suitable and recommended her appointment to the Board. The selection process was carried out independently by the NRC members, who are not interested in the said appointment.

Brief Profile of Mrs. Richa Arora

Mrs. Richa Arora is a highly accomplished finance professional with over 7 years of diverse experience in corporate governance, financial reporting, taxation and risk management. She is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds a Postgraduate Degree in Commerce (M.Com) and a Bachelor’s Degree in Commerce (B.Com) from Indira Gandhi National Open University (IGNOU).

Her core areas of expertise include:

- Board governance and regulatory compliance
- Strategic financial oversight

- Tax planning and statutory reporting
- Risk management and internal controls
- Microfinance and taxation advisory

As an Independent Director and Financial Consultant, she has advised various organizations on governance, compliance, risk management and sustainable financial growth. She has acted as a key interface with Boards and senior management, delivering strategic financial insights and promoting transparency, accountability and sound governance.

Declarations & Compliance

Mrs. Richa Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from her confirming that she meets the criteria of independence under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

She has further confirmed that she is not aware of any circumstance or situation which may impair or impact her ability to discharge her duties as an Independent Director of the Company. She is also not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other statutory authority.

In the opinion of the Board, Mrs. Richa Arora fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and is independent of the Management.

Justification for Appointment

The Board is of the view that Mrs. Richa Arora’s in-depth financial expertise, governance experience, taxation knowledge and risk management capabilities will be of immense benefit to the Company and will significantly strengthen the Board’s oversight, compliance framework and strategic decision-making.

Statutory Requirement for Approval

Pursuant to Section 152 of the Act and Regulation 17(1C) of the Listing Regulations, approval of the Members is required for her appointment. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires the approval of the Members by way of a Special Resolution.

Accordingly, the approval of the Members is being sought for the appointment of Mrs. Richa Arora as an Independent Director of the Company.

Recommendation

The Board recommends the Special Resolution set out at this Item of the Notice for approval of the Members.

The additional details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as Directors are furnished herein below as Annexure - A.

By Order of the Board of Directors

Sonia Gaba
Company Secretary
FCS 10083

Place: Jalandhar
Date: December 08th, 2025

Annexure – A

Pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, the details of the Directors proposed to be appointed through the Postal Ballot process are given below:

| Sr. No. | Particulars | | | | | | |
|----------------|--|--|---------------------------------|----------------------|--|----------------------------|----------------------|
| 1 | Name | Mr. Syed Qaim Abbas Rizvi | | | Mrs. Richa Arora | | |
| 2 | Director Identification Number (DIN) | 07641793 | | | 10774144 | | |
| 3 | Date of Birth / Age | 18 th February 1982, 43 years | | | 14 th November 1989, 36 years | | |
| 4 | Qualifications | Arts Graduate and Diploma in Airlines & Travel Management from Trade Wings Institute | | | B.Com, M.Com and FCA | | |
| 5 | Category / Designation | Executive Director | | | Non-Executive Independent Director | | |
| 6 | Original Date of Appointment | 10 th October, 2025 | | | 10 th October, 2025 | | |
| 7 | Name of listed entities from which the person has resigned in the past three years | NIL | | | NIL | | |
| 8 | Directorship in other Companies | Sl. No. | Name of the Company | Position Held | Sl. No. | Name of the Company | Position Held |
| | | 1. | GIA TRIP ONLINE PRIVATE LIMITED | Director | 1. | SC AGROTECH LIMITED | Independent Director |
| | | 2. | GITHM PRIVATE LIMITED | Director | 2. | LS INDUSTRIES LIMITED | Independent Director |
| | | | | | 3. | JINDAL INTELLICOM LIMITED | Independent Director |
| 9 | Chairmanship / Membership of Committees in other Companies | NIL | | | NIL | | |
| 10 | Number of Equity Shares held in the Company & Number of Equity Shares held in the Company for Any other person on a beneficial basis | NIL | | | NIL | | |
| 11 | Relationship between Directors inter-se; | Not Applicable | | | Not Applicable | | |

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| | with other Directors And Key Managerial Personnel of the Company | | |
| 12 | Remuneration last drawn (in FY 2024-25), if applicable | Not Applicable | Not Applicable |
| 13 | Remuneration proposed to be paid | Upto Rs. 6,00,000 per month and sitting fees for attending the Meetings of the Board of Directors | Mrs. Richa Arora would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. |
| 14 | Attendance at Board Meetings during the year 2024-25 | Not Applicable since Mr. Syed Qaim Abbas Rizvi and Mrs. Richa Arora have been appointed as Directors with effect from 10th October 2025. | |
| 15 | Justification for appointment | Mr. Syed Qaim Abbas Rizvi's extensive leadership experience, deep understanding of the travel and tourism industry, entrepreneurial background and operational expertise will be of immense benefit to the Company and will significantly strengthen the Company's executive leadership, business strategy and operational efficiency. | Mrs. Richa Arora's in-depth financial expertise, governance experience, taxation knowledge and risk management capabilities will be of immense benefit to the Company and will significantly strengthen the Board's oversight, compliance framework and strategic decision-making. |
| 16 | Skills, experiences and capabilities required for the role and the manner in which Mr. Syed Qaim Abbas Rizvi and Mrs. Richa Arora meets such requirements | Please refer to the Resolutions and Explanatory Statement forming part of this Postal Ballot Notice. | |
| 17 | Brief Profile | | |
| 18 | Terms and conditions of appointment | | |
| 19 | Nature of expertise in specific functional areas | Mr. Syed Qaim Abbas Rizvi has extensive expertise in the travel, tourism and airline industry, with strong capabilities in business development, strategic planning and operational leadership. His experience includes B2B travel services, regional operations management, customer relationship management and digital travel platform operations, enabling him to | Mrs. Richa Arora has expertise in financial reporting, taxation, audit oversight and regulatory compliance. She has strong experience in corporate governance, risk management, internal controls and strategic financial planning. Her exposure to the microfinance and taxation domains enables her to contribute effectively to financial oversight, compliance strengthening and sustainable business governance at |

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| | | drive business growth and operational efficiency. | the Board level. |
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