

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the members of **Travels & Rentals Limited** (formerly known as Travels & Rentals Private Limited) will be held on **26.09.2025, Friday, at 05.00 PM** (I.S.T) at the Registered office of the company situated AT 161 Lenin Sarani, Dharmatala, Kolkata- 700013 to transact the following businesses:

ORDINARY BUSINESS:

Item 1 – To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and Auditors thereon.

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

“RESOLVED THAT pursuant to the provisions of Section 134, 137 and other allied provisions of the Companies act 2013 and amended thereof from time to time from being enforced, the audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2: To appoint a Director in place of Mrs. Anupama Singhi (DIN: 01804785) who retires by rotation and being eligible, offers herself for Re-appointment.

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

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Anupama Singhi (holding DIN: 01804785), who retires by rotation, be and is hereby reappointed as Director liable to retire by rotation.

SPECIAL BUSINESS:

Item No. 3: To Approve the re-appointment of Mr. Devendra Bharat Parekh (DIN: 00394855) as a Managing Director

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, 203, Schedule V and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the members be and is hereby accorded for the re-appointment of Mr. Devendra Bharat Parekh (DIN : 00394855) as a Managing Director of the Company for a period of five (5) years upon the expiry of his present term of office i.e. with effect from **7th November, 2025 to 6th November, 2030** on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration as may be determined by the Board or duly constituted committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the members of the Company.”

“RESOLVED FURTHER THAT the Board or any committee of the Board of the Company thereof be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution.”

Item No. 4: Appointment of Secretarial Auditors

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

RESOLVED THAT pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, (including any statutory reenactment(s) or modification(s) thereof), Regulation 24A(1)(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024 as recommended by the Audit Committee and Board of Directors, **M/s BKP & Associates**, Practicing Company Secretaries, having Firm Reg Number: **I2013WB1041500**, Membership No: **F9830**, CP No: **12074**, be and hereby appointed as Secretarial Auditor of the company for a term of **5 years** from Financial Year 2025-26 till Financial Year 2029-30 for conducting Secretarial Audit of the Company and the issuance of the Secretarial Audit Report thereof, at an annual remuneration to be decided by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) / Audit Committee - in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT any of the Board of Directors is hereby empowered and authorized to take such steps, in relation to the above, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-forms with the Registrar of companies.

Item No. 5: To Approve power to Borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral

financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. **50,00,00,000** (Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies.

Item No. 6: To approve omnibus approval for Related Party Transactions for FY 2025–26.

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

RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, if any, consent of the members be and is hereby accorded to the omnibus approval granted by the Board of Directors at its meeting, for entering into related party Agreement(s)/Contract(s)/Transaction(s), up to an aggregate value not exceeding Rs 200 Crores (Two hundred crores only) during the financial year 2025-26, as detailed in the explanatory statement annexed hereto.

For Travels & Rentals Limited
(Formerly known as Travels & Rentals Private Limited)

Sd/-
Devendra Bharat Parekh
Managing Director
DIN: 00394855

Date- 03.09.2025
Place- Kolkata

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. Blank proxy form is enclosed with this notice.
3. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Members/ proxies/ authorized representative are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting
6. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
7. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
9. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office of the Company during the business hours on all working days up to the date of the AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
10. The Members are requested to send their queries, if any, at least ten days in advance at the registered office address, so that the information can be made available at the AGM, subject to permission of the Chairman.

11. The details of persons seeking approval for re-appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed to the Notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2025, to 26th September, 2025 (both days inclusive).
13. A prominent landmark of the venue and the route map of the venue is enclosed.
14. In compliance with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and Circulars from Securities and Exchange Board of India ('SEBI'), i.e., Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, Notice of the AGM along with Annual Report 2024-25 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. The Notice convening the 29th AGM along with the Annual Accounts 2024-25 will also be available on the website of the Company at www.travelsandrentals.in, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the website of CDSL at www.evotingindia.com. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.
15. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail id viz., cs@travelsandrentals.com clearly mentioning their Folio number / DP and Client ID.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
18. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, 19th September, 2025, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
19. The Company has appointed Mr. Binay Kumar Pandey (email id: binaypandey87@gmail.com),

Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

20. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall not later than 48 hours of conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or any person authorized by him in writing who shall countersign the same.
21. The results of AGM shall be declared by the Chairman or his authorized representative or any one Director of the Company after the AGM within the prescribed time limits. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.travelsandrentals.in and on website of CDSL viz. www.evotingindia.com within 2 working days of conclusion of the 29th AGM of the Company and the same shall be displayed on the Notice Board at the Registered Office of the Company. Further, the results shall also be communicated to BSE Limited where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

- (i) The voting period begins on **23rd September 2025 at 09:00 A.M.** and ends on **25th September 2025 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **19th September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 cdsi 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 an 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<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 redirected 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
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

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

(v) 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:

	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> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Travels & Rentals Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; www.travelsandrentals.in , 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 & joining virtual meetings through Depository.

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

Annexures to the Notice

Details of directors seeking re-appointment pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2).

Name	Anupama Singhi	Devendra Bharat Parekh
Date of Birth	04-11-1968	28/02/1971
Qualification	Graduate	M.B.A.
Expertise in specific functional areas	She is a specialist in Outbound Travels of many countries like Australia, Canada, Europe, South Africa, etc, which helps her to promote and guide clients for a better experience in traveling. She has been associated with the Company for 25 years taking care of the Outbound Department.	Devendra Bharat Parekh, an MBA and a dynamic business entrepreneur, is the Promoter and Managing Director of our company. With more than 35 years of experience as a successful entrepreneur, he started his journey back in 1988 with Travels & Rentals. He has strong and diversified skills in general management, business development and project management.
Directorship in other companies & LLP	-	-
Number of shares held in the Company	295750 Equity Shares of Rs 10/- each	3365390 Equity Shares of Rs 10/- each
DIN	01804785	00394855
Terms and conditions of appointment	Retiring by rotation and eligible for Re-appointment	Re-appointment as Managing Director
Disclosure of Relationship between directors	Sister of Managing Director Mr. Devendra Bharat Parekh Wife of Director Mr. Tushar Singhi	Brother of Mrs. Anupama Singhi Brother-in-law of Director Mr. Tushar Singhi
Number of Meetings of the Board attended during the year (i.e. F.Y. 2024- 2025).	All 21 Board Meetings	All 21 Board Meetings
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board	N.A	N.A.
Name of listed entities from which the person has resigned in the past three years	N.A	N.A.
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A	N.A.

Appointment of Secretarial Auditor

The details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CFDPoD1/P/CIR/2023 /123 dated 13th July 2023

S.No	Particulars	Disclosures
1.	Reason for change viz. appointment.	The Board approved appointment of M/s BKP & Associates, Practicing Company Secretary as a Secretarial Auditor of the Company.
2.	Date of appointment	Appointment will be made by the members of the Company at the ensuing 29 th AGM for a term of 5 consecutive years on 26 th September 2025.
3.	Term of appointment	Appointed as a Secretarial Auditor of the Company for term of 5 years for conducting secretarial audit for the period starting Financial year 2025-26 till Financial year 2029-30.
4.	Brief profile (in case of appointment)	<p>Name of Firm- M/s BKP & Associates Firms Unique No: I2013WB1041500 Company Secretary- Binay Kumar Pandey Membership No. F9830 COP No. 12074</p> <p>The firm aims to provide corporate, secretarial, legal, compliance and management services to clients, using the best tools and technologies, to enable them to deliver and sustain the best compliance management and product/service deliveries in time. The firm has in-depth experience in various areas of practice, including corporate laws, Secretarial Management guidance & Audit, Due Diligence, Compliance Audit, Corporate Governance Audit, Merger-Acquisition, and Corporate Restructuring, FEMA, RBI, IPR, GST and other Economic Laws.</p> <p>The firm's office is located in Kolkata.</p>
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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

Item No 3:

Mr. Devendra Bharat Parekh (DIN-00394855) tenure as the Managing Director of the Company persists till 6th November, 2025. Accordingly, he has presented himself for re-appointment for a term of 5 (five) years with effect from 7th November, 2025. His office will not be liable to retirement by rotation.

The Nomination and Remuneration Committee has recommended his appointment after evaluating the balance of skills, knowledge and experience on the Board. In this connection, a brief note on the profile of Mr. Devendra Bharat Parekh (DIN-00394855) is as under:

Brief Profile

Mr. Devendra Bharat Parekh (DIN: 00394855) is an **MBA** and has to his credit nearly **35 years** of rich experience in **Travels Industry**. He is largely responsible for the efficient operations of the entire organization. In view of the current business scenario and the future expansions the company to have his continued services for the smooth business operations and future growth of the company, it is proposed to re-appoint **Mr. Devendra Bharat Parekh (DIN: 00394855)** as the Managing Director of the Company

Besides his existing duties & responsibilities, he will continue to carry out such other duties and to exercise such powers as may be entrusted to him from time to time by the Board.

The terms and conditions are as under:

A. SALARY

Remuneration by way of salary, perquisites and allowances not exceeding Rs. 2,00,000 Lacs (Rupees Two Lakh Only) per month subject to variation/ revision as may be considered by the Board of Directors from time to time.

B. PERQUISITES & ALLOWANCES: As detailed below:

1. Rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof
2. Reimbursement of expenses for utilization of Gas, Electricity, Water.
3. Reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family.
4. Leave travel concession for self and his family including dependents.
5. Children education allowance
6. Club fees
7. Premium towards personal accident insurance premium
8. Other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

“Family” covers the spouse, the dependent children, and dependent parents of Managing Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1)Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company."
- 2)Leave and encashment of unavailed leave as per the Rules of the Company.

C: OTHER AMENITIES:

The following amenities shall not be considered as perquisites: -

- 1)Free use of the Company's Car with Driver for the Business of the Company.
- 2)Free telephone at the residence.
- 3)Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.

OVERALL REMUNERATION:

The aggregate of the remuneration payable to Managing Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

NATURE OF DUTIES & POWERS:

Mr. Devendra Bharat Parekh, Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

The position may be terminated by the Company or by Managing Director and by giving three month prior notice in writing.

Further, requisite disclosures required in terms of: Schedule V of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

Mr. Devendra Bharat Parekh (DIN: 00394855) is interested in the above resolution as it relates to his own re-appointment. Also, Mr. Tushar Singhi (DIN-05173710), Director, Mrs. Anupama Singhi (DIN: 01804785) along with the entire Promoter Group being related to Mr. Devendra Bharat Parekh (DIN-00394855), is interested in the above resolution.

None of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The above special resolution being in the interest of the Company, the Nomination and Remuneration Committee and the Board of Directors, has proposed and recommended the same for your approval.

Item No: 4

The Board of Directors, at its Meeting held on Wednesday, 03rd September, 2025, upon the recommendation of the Audit Committee, approved the appointment of M/s BKP & Associates, Practicing Company Secretaries, as the Secretarial Auditor to carry out the Secretarial Audit of the Company for a term of 5 years from Financial Year 2025-26 till Financial Year 2029-30 subject to the approval of the shareholders.

The Company has also received a consent letter in the form of an engagement letter from the proposed Secretarial Auditor to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Secretarial Auditor of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution at Item no. 4 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval by the members of the Company.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to the appointment of the Secretarial Auditor are as under:

Proposed fees payable to the Secretarial auditor:

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have recommended a fee of **Rs. 50,000/- (Rupees Fifty Thousand Only)** per annum. The Board of Directors of the Company (including the Audit Committee of the Board) are authorized to alter and vary the terms and conditions including remuneration of the Secretarial Auditors arising out of increase in scope of work, amendments to Secretarial Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

Terms of appointment:

The appointment shall be effective from Financial Year 2025-26 and will continue till Financial Year 2029-30. The detailed terms of appointment, as outlined in the Letter of Appointment, will be finalized by the Company's Board of Directors, taking into account the recommendations of the Audit Committee.

Basis of recommendation for appointment:

The company has to appoint the Secretarial Auditor for a period of 5 years as per Section 204 of the Companies Act, 2013 and Regulation 24A(1) (1A) of SEBI (Listing and Obligation Disclosure Requirements) Regulations, 2015. Accordingly, the Board of Directors and Audit Committee, considered appointment of M/s BKP & Associates, Practicing Company Secretaries as Secretarial Auditor on the basis of size and requirements of the Company and approved and recommended the same unanimously for consideration of the members of the Company.

Item No: 5

As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board of Directors, therefore, recommends the Resolution to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No: 6

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, including the relevant rules made thereunder, prior approval of the shareholders by way of an Ordinary Resolution is required for entering into material related party transactions, i.e., transactions exceeding the threshold limits prescribed under the Listing Regulations, whether individually or taken together with previous transactions during a financial year.

In line with the above, the Board of Directors of Travels & Rentals Limited, at its meeting held on 03rd September 2025, based on the recommendation of the Audit Committee, granted an omnibus approval for related party transactions up to an aggregate limit of Rs 200 Crores for the financial year 2025-26. These transactions are proposed to be entered into with related parties of the Company, as defined under the Companies Act, 2013 and SEBI Listing Regulations.

All such transactions shall be undertaken in the ordinary course of business and on an arm's length basis, and are considered essential for meeting routine and operational business requirements efficiently.

A summary of the key details of the proposed transactions is as follows:

Particulars	Details
Maximum Value of Transactions	Up to Rs 200 Crores during FY 2025-26
Nature of Transactions	rendering or availing of services or such other transactions as may be required in the ordinary course of business
Name(s) of Related Parties	As per the Company's Policy on Related Party Transactions (Available on the website of the company)
Rationale	To ensure smooth and uninterrupted operations by facilitating ongoing business requirements with related parties, conducted at arm's length and in compliance with applicable laws.

The Audit Committee has reviewed and approved these transactions after determining that they are in the best interest of the Company and aligned with its Related Party Transactions Policy. The Board of Directors has also reviewed and approved the omnibus limit accordingly.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding or direct/indirect interest in the respective related parties, if any.

The Board recommends the **Ordinary** Resolution set forth in Item No. 6 of the accompanying Notice for the approval of the members.

ATTENDANCE SLIP

29th Annual General Meeting, Friday, 26.09.2024 at 05:00 P.M.

Regd. Folio No. _____ /DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 29th Annual General Meeting of the Company on **Friday, 26.09.2024 at 05:00 P.M** at 161 Lenin Sarani, Dharmatala, Kolkata- 700013

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L60221WB1996PLC081439
Name of the company	Travels & Rentals Limited (Formerly known as Travels & Rentals Private Limited)
Registered Office	161, Lenin Sarani, Dharamtala, Kolkata- 700013

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/ We being the member(s) of -----equity shares of the above named company. Hereby appoint

1. Name.....
Address.....
Email Id:
Signatureor falling him
2. Name.....
Address.....
Email Id:
Signatureor falling him
3. Name.....
Address.....
Email Id:
Signatureor falling him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held **at its Registered Office At 161 Lenin Sarani, Dharmatala, Kolkata on Friday, 26.09.2024 at 05:00 P.M** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Anupama Singhi (DIN: 01804785) who retires by rotation and being eligible, offers herself for Re-appointment.		
3.	To Approve the re-appointment of Mr. Devendra Bharat Parekh (DIN: 00394855) as a Managing Director		
4.	Appointment of Secretarial Auditors		
5.	To Approve power to Borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 50 crores		

6.	To approve omnibus approval for Related Party Transactions for FY 2025–26		
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Signed this ____ day of ____ 20__

Signature of Shareholder

Affix Revenue Stamp

Note: The Form of Proxy in order to be effective should be dully completed and registered office of the company not less than 48 hours before the commencement of the business.

Route Map

