



December 02, 2024

Listing Manager, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400051, India Symbol: YATRA ISIN No.: INE0JR601024	Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001, India Scrip Code: 543992 ISIN No.: INE0JR601024
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Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In furtherance of the outcome of meeting of Board of Directors of the Company dated November 12, 2024, please find enclosed herewith the copy of the postal ballot notice (“Notice”) seeking approval of the shareholders for the following special businesses:

Sl. No.	Particulars	Type of Resolution
1.	Remuneration to be paid to Non-Executive, Independent Directors of the Company	Special Resolution
2.	Re-appointment of Mr. Rohit Bhasin (DIN: 02478962), as a Non-Executive, Independent Director of the Company	Special Resolution
3.	Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912), as a Non-Executive, Independent Director of the Company	Special Resolution

In compliance with the applicable laws, the Notice is being sent only through electronic mode to all the Members, whose names appear on the register of members/list of beneficial owners, as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and who have registered their e-mail IDs with Company/Depository Participant(s) (“DP”)/Registrar and Share transfer agent (“RTA”) i.e. Link Intime India Private Limited, as on **Wednesday, November 27, 2024 (“Cut-off Date”)**.

The Company has availed NSDL’s e-voting services to enable the Members of the Company to cast their votes electronically. The details of e-voting period are as under:

Commencement of e-voting period	9:00 a.m. IST on Wednesday, December 04, 2024
Conclusion of e-voting period	5:00 p.m. IST on Thursday, January 02, 2025

Yatra Online Limited
 (Formerly known as
 Yatra Online Private Limited)

www.yatra.com

Registered Office:

Unit No. B-2/101, 1st Floor, Marathon Innova Building,
 Marathon Nextgen Complex, B-Wing, G. Kadam Marg, Opp.
 Peninsula Corporate Park, Lower Parel (West),
 Mumbai-400013, Maharashtra.
 T: +91 22 44357700

Corporate Office:

Gulf Adiba 4th Floor Plot No. 272, Udyog Vihar,
 Phase - II, Sector 20, Gurugram, Haryana -122008
 T: +91 0124 4591700
 E: legal@yatra.com



The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. (IST) on Thursday, January 02, 2025, and will be disallowed thereafter.

The information contained above will also be made available on the Company's website at www.yatra.com.

This is for your information and records.

Thanking You,

Yours sincerely,

For Yatra Online Limited

Darpan Batra
Company Secretary and Compliance Officer
M. No. A15719

Encl.: as above

Registered Office:

Unit No. B-2/101, 1st Floor, Marathon Innova Building,
Marathon Nextgen Complex, B-Wing, G. Kadam Marg, Opp.
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Yatra Online Limited

Registered Office: Unit No. B-2/101, 1st Floor, Marathon Innova Building, Marathon Nextgen Complex, B-Wing, G. Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel (West), Mumbai – 400 013, Maharashtra

Corporate Office: Gulf Adiba, 4th Floor, Plot No. 272, Phase II, Udyog Vihar, Sector 20, Gurugram-122008, Haryana

CIN: L63040MH2005PLC158404, **WEBSITE:** www.yatra.com, **EMAIL ID:** Investors@yatra.com

TEL: +91 124 4591700; +91 22 44357700

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, as extended from time to time and last extended vide General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolution:

Sl. No.	Particulars
1.	Remuneration to be paid to Non-Executive, Independent Directors of the Company
2.	Re-appointment of Mr. Rohit Bhasin (DIN: 02478962), as a Non-Executive, Independent Director of the Company
3.	Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912), as a Non-Executive, Independent Director of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those

members whose email address is registered with the Company / Depository Participant (“DP”) / Registrar and Share Transfer Agent (“RTA”).

The Board has appointed Mr. Shashikant Tiwari, Partner (Membership No. F11919) (CP No. 13050) and failing him Mr. Lakhan Gupta, Partner (Membership No. F12682) (CP No. 26704), Chandrasekaran Associates, Company Secretaries (FRN P1988DE002500) (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is providing e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) as the e-voting agency for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. IST on Wednesday, December 04, 2024
Conclusion of e-voting period	5:00 p.m. IST on Thursday, January 02, 2025
Cut-off date for eligibility to vote	Wednesday, November 27, 2024

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. IST on Thursday, January 02, 2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company (“the Chairperson”) or any other person authorized by the Chairperson, and the results will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5:00 p.m. IST on Saturday, January 04, 2025. The results declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. January 02, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

Item No. 1 - Remuneration to be paid to Non-Executive, Independent Directors of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(a) and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for payment of remuneration in excess of the statutory limits prescribed under the Act, up to INR 31,50,000/-

to each of the present and future Non-Executive Independent Director(s) of the Company, for each financial year, for a period of three years effective from March 16, 2025.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2 - Re-appointment of Mr. Rohit Bhasin (DIN: 02478962), as a Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Regulation 17(6)(a) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board, Mr. Rohit Bhasin (DIN: 02478962), who holds office as an Independent Director up to March 15, 2025, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from March 16, 2025 to March 15, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Rohit Bhasin (DIN: 02478962) be paid such remuneration as the Board may approve from time to time and within such other limit as may be approved by the Members of the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 3 - Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912), as a Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Regulation 17(6)(a) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee

and the Board, Ms. Deepa Misra Harris (DIN: 00064912), who holds office as an Independent Director up to March 15, 2025, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from March 16, 2025 to March 15, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Deepa Misra Harris (DIN: 00064912) be paid such remuneration as the Board may approve from time to time and within such other limit as may be approved by the Members of the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered office:

Unit No. B-2/101, 1st Floor,
Marathon Innova Building,
Marathon Nextgen Complex,
B-Wing, G. Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel (West),
Mumbai – 400 013, Maharashtra
CIN: L63040MH2005PLC158404
Website: www.yatra.com
E-mail: Investors@yatra.com

By order of the Board of Directors
for Yatra Online Limited

Sd/-
Darpan Batra
Company Secretary & Compliance Officer
M. No. A15719

Gurugram
November 12, 2024

Notes:

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the Listing Regulations, stating all material facts and the reason/ rationale for proposed resolutions are annexed herewith.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s) (“DPs”) / Registrar and Share transfer agent (“RTA”) i.e. Link Intime India Private Limited, as on **Wednesday, November 27, 2024 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take

place through the e-voting system. In compliance of provision with Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed NSDL for facilitating remote e-voting, to enable the members to cast their votes electronically.

- 3) Members may note that this Notice will also be available on the Company's website at www.yatra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members who do not receive the Postal Ballot Notice may also download it from the above-mentioned websites.
- 4) Once the vote on the resolution is cast by the member, he/she/they shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, November 27, 2024, being the Cut-off Date fixed for the purpose.
- 5) In case of joint holders, the member whose name appears as the first holder in the order of names as per the records with DPs / RTA of the Company will be entitled to vote.
- 6) The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, January 02, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
- 7) The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny of the e-voting, and the results of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before 5:00 PM IST on Saturday, January 04, 2025. The Scrutinizer's decision on the validity of votes cast will be final.
- 8) The results declared along with the Scrutinizer's Report shall be placed displayed on the Company website www.yatra.com, and on the website of NSDL www.evoting.nsdl.com, immediately after the results are declared by the Chairperson or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, NSDL and RTA. The results shall also be made available at the Registered office and at Corporate office of the Company.
- 9) All material documents referred to in the explanatory statement and all other statutory record as required will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. January 02, 2025. Members may send their requests to investors@yatra.com or rnt.helpdesk@linkintime.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 10) Members holding shares in electronic mode, who have not registered/updated their email addresses are requested to register/update their email addresses with their respective DP.
- 11) The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
- 12) The entire shareholding of the Company is in dematerialised mode. However, in case Members have not registered/updated their email address & mobile number for receiving all communications through electronic mode and/or not registered/updated their bank

account mandate and KYC, kindly register/update the details in your demat account, as per the process advised by your respective DP.

Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:





Step 1: Access to NSDL e-Voting system:

(A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI master circular dated July 11, 2023 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

	<p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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. Additionally, there are 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager NSDL, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India, Contact details: evoting@nsdl.com Contact number: 022 4886 7000.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investors@yatra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@yatra.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated July 11, 2023 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No. 1 - Remuneration to be paid to Non-Executive, Independent Directors of the Company

The Ministry of Corporate Affairs (MCA) vide notification dated March 18, 2021 amended provisions of Sections 149 and 197 of the Companies Act, 2013 (“the Act”) by the Companies (Amendment) Act, 2020 to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors (including Independent Directors), in accordance with the provisions of Schedule V of the Act. To give effect to the amendments made to Sections 149 and 197, a concurrent amendment was made by MCA to Schedule V of the Act, vide Notification dated March 18, 2021. This notification has prescribed the limits of the remuneration payable to Non-Executive Directors (including Independent Directors), in the event of absence of profits and/ or inadequacy of profits for a period of three years subject to necessary approvals and in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof as may be decided by the Board of Directors.

The members of the Company, at their Extra ordinary general meeting held on March 21, 2022, had approved the payment of remuneration, in excess of the prescribed statutory limits to Non-Executive Independent Directors of the Company, of INR 31,50,000/- per annum to each of the Non-executive Independent Directors of the Company.

In view of above, the existing authorization of shareholders of the Company to make the payment of remuneration to Non-Executive Independent Directors of the Company is valid up to March 20, 2025.

During the financial year ended March 31, 2024, in absence of the profit and therefore the remuneration payable to the Non-Executive Independent Director would exceed the limits prescribed under the relevant provisions of the Act.

Further, in terms of Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) requires approval of shareholders in general meeting.

It is pertinent to note here that the Non-Executive Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas.

Considering the rich experience and expertise brought into the Board by the Non-Executive Independent Directors, the time commitment, guidance and oversight provided by them, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of Shareholders has recommended and approved payment of remuneration to the Non-Executive Independent Directors effective from March 16, 2025.

The information as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution at Item No. 1 is annexed as **Annexure-A** to the Notice.

Save and except the appointed Non-Executive Independent Director(s) of the Company to the extent of their remuneration, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in

the proposed resolution as set out at item No. 1 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board recommends the special resolution as set out in Item No. 1 of this notice for the approval of members.

Item No. 2 - Re-appointment of Mr. Rohit Bhasin (DIN: 02478962), as a Non-Executive, Independent Director of the Company

Pursuant to the provisions of Section 149(10) of the Companies Act 2013 (“the Act”), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for another term of up to five years on passing of a Special Resolution by the Members. Further, in terms of the provisions of the Act read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, an Independent Director shall hold office maximum for two consecutive terms of five years, however, such Independent Director shall be eligible to be appointed after the expiration of three years from the date of cessation of the office of Independent Director in a Company.

Mr. Rohit Bhasin (DIN: 02478962) (“Mr. Bhasin”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Rules made thereunder by the Board, effective March 16, 2022, to hold office up to March 15, 2025. The members, at the Extra-Ordinary General Meeting (EGM) held on March 21, 2022, had approved the said appointment.

The Company has received all statutory disclosures / declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act;
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- vi. A notice in writing by a member proposing his candidature under Section 160(1) of the Act; and
- vii. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (“NRC”), after taking into account the performance evaluation of Mr. Bhasin during his first term of appointment and considering the consents, declarations received from him and his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in general administration, accounting & finance, regulatory, legal & governance and strategic planning, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Mr. Bhasin possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director.

Therefore, based on the recommendation of the NRC, the Board of Directors of the Company is hereby recommending the re-appointment of Mr. Bhasin as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective March 16, 2025 up to March 15, 2030 (both days inclusive).

The Board considers that the continued association of Mr. Bhasin would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of members for the re-appointment of Mr. Bhasin as an Independent Director of the Company, for a second term of 5 (five) years effective March 16, 2025 up to March 15, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Brief Profile of Mr. Bhasin is as follows:

Mr. Bhasin is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Delhi. He is also a qualified chartered accountant and holds a certificate of practice from the Institute of Chartered Accountants of India.

Prior to joining our Company, he was associated with PricewaterhouseCoopers Private Limited and Standard Chartered Bank.

He is currently serving as a director of Indira IVF Hospital Private Limited, Dr. Lal Pathlabs Limited, Star Health and Allied Insurance Company Limited, ICICI Bank Limited, Select Synergies and Services Private Limited, Securenow Techservices Private Limited, Bluestone Jewellery and Lifestyle Private Limited, TSI Yatra Private Limited and Yatra For Business Private Limited.

In the opinion of the Board and based on its evaluation, Mr. Bhasin fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the Management of the Company.

The requisite details and information under the Act, Listing Regulations and SS-2, as on the date of Notice, are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the members is sought for the re-appointment of Mr. Bhasin as an Independent Director of the Company, as a special resolution as set out in Item no. 2.

No director, key managerial personnel (KMP) or their relatives except Mr. Bhasin, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed special resolution as set out in Item No. 2.

The Board recommends the special resolution as set out in Item No. 2 of this notice for the approval of members.

Item No. 3 - Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912), as a Non-Executive, Independent Director of the Company

Pursuant to the provisions of Section 149(10) of the Companies Act 2013 (“the Act”), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for another term of up to five years on passing of a Special Resolution by the Members. Further, in terms of the provisions of the Act read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, an Independent Director shall hold office maximum for two consecutive terms of five years, however such Independent Director shall be eligible to be appointed after the expiration of three years from the date of cessation the office of Independent Director in the Company.

Ms. Deepa Misra Harris (DIN: 00064912) (“Ms. Harris”) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Rules made thereunder by the Board, effective March 16, 2022, to hold office up to March 15, 2025. The members, at the Extra-Ordinary General Meeting (EGM) held on March 21, 2022, had approved the said appointment.

The Company has received all statutory disclosures / declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act;
- iii. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- vi. A notice in writing by a member proposing her candidature under Section 160(1) of the Act; and
- vii. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Ms. Harris during her first term of 3 (three) years and considering the consents, declarations received from her and knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, expertise in marketing, general administration, accounting & finance, regulatory, legal & governance and strategic planning, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Ms. Harris possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director.

Therefore, based on the recommendation of the NRC, the Board of Directors of the Company is hereby recommending the re-appointment of Ms. Harris as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective March 16, 2025 up to March 15, 2030 (both days inclusive).

The Board considers that the continued association of Ms. Harris would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. The resolution seeks the approval of members for the re-appointment of Ms. Harris as an Independent Director of the Company, for a second term of 5 (five) years effective March 16, 2025 up to March 15, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Brief Profile of Ms. Harris is as follows:

Ms. Harris is an Independent Director of our Company. She holds a master's degree in arts from the University of Delhi.

Prior to joining our Company, she was employed with Indian Hotels Company Limited for over three decades as the senior vice president-sales and marketing with expertise in hospitality, travel and luxury category. She is currently serving as a director on the board of Jubilant FoodWorks Limited, ADF Foods Limited, TCPL Packaging Limited, PVR Inox Limited and Prozone Realty Limited.

She is also a designated partner in Brands We love LLP.

In the opinion of the Board and based on its evaluation, Ms. Harris fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company.

The requisite details and information under the Act, Listing Regulations and SS-2, as on the date of Notice, are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the members is sought for the re-appointment of Ms. Harris as an Independent Director of the Company, as a special resolution as set out in Item no. 3.

No director, key managerial personnel (KMP) or their relatives except Ms. Harris, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed special resolution as set out in Item No. 3.

The Board recommends the special resolution as set out in Item No. 3 of this notice for the approval of members.

Registered office:

Unit No. B-2/101, 1st Floor,
Marathon Innova Building,
Marathon Nextgen Complex,
B-Wing, G. Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel (West),
Mumbai – 400 013, Maharashtra
CIN: L63040MH2005PLC158404
Website: www.yatra.com
E-mail: Investors@yatra.com

By order of the Board of Directors
for Yatra Online Limited

Sd/-
Darpan Batra
Company Secretary & Compliance Officer
M. No. A15719

Gurugram
November 12, 2024

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of the Director	Mr. Rohit Bhasin
DIN	02478962
Date of Birth	29/03/1960
Age	64 years
Date of first appointment on the Board	16/03/2022
Qualifications	Chartered Accountant
Expertise in specific functional areas/Brief resume	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Re-appointment as an Independent Director for a period of 5 (five) consecutive years effective from March 16, 2025 to March 15, 2030 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	The details of remuneration drawn are provided in the Corporate governance report section of the Annual Report 2023-24 and that can be accessed at https://s22.q4cdn.com/850749348/files/doc_downloads/ir_india/2024/09/yatra-online-limited-annual-report-fy-2023-24.pdf .
Details of remuneration sought to be paid	Members at the 4 th /2021-2022 Extra-Ordinary General Meeting held on March 21, 2022 approved the payment of INR 31,50,000/- per annum to each of the Non-Executive Independent Director(s) of the Company, for each financial year, for a period of their appointment/ re-appointment, apart from the sitting fee of INR 50,000/- for attending each of the meetings of the Board and Committees thereof and which will be valid upto March 20, 2025. Further, such remuneration be paid as given under item no. 1 of this notice.
Directorships in other Boards as on the Date of Notice (excluding foreign companies)	<ol style="list-style-type: none"> 1. Dr. Lal Pathlabs Limited 2. Star Health and Allied Insurance Company Limited 3. ICICI Bank Limited 4. TSI Yatra Private Limited 5. Yatra For Business Private Limited 6. Select Synergies and Services Private Limited 7. Securenow Techservices Private Limited 8. Indira IVF Hospital Private Limited

	9. Bluestone Jewellery and Lifestyle Private Limited
Membership/ Chairpersonship of Committees in other Boards as on date of Notice (excluding foreign companies)	<p>Dr. Lal Pathlabs Limited:</p> <ul style="list-style-type: none"> ➤ Chairman in Audit Committee ➤ Member in Risk Management Committee <p>Star Health and Allied Insurance Company Limited:</p> <ul style="list-style-type: none"> ➤ Chairman in Audit Committee ➤ Chairman in Nomination and Remuneration Committee ➤ Member in Board and Administrative Committee ➤ Member in Investment Committee <p>ICICI Bank Limited:</p> <ul style="list-style-type: none"> ➤ Member in Audit Committee ➤ Member in Corporate Social Responsibility Committee ➤ Chairman in Risk Committee <p>Securenow Techservices Private Limited:</p> <ul style="list-style-type: none"> ➤ Member in Audit Committee ➤ Member in HR Committee <p>Indira IVF Hospital Private Limited:</p> <ul style="list-style-type: none"> ➤ Chairman in Audit Committee <p>Bluestone Jewellery and Lifestyle Private Limited:</p> <ul style="list-style-type: none"> ➤ Chairman in Audit Committee ➤ Chairman in Risk Management Committee ➤ Member in Corporate Social Responsibility Committee ➤ Member in Stakeholders Relationship Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended	Mr. Bhasin has attended 5 out of 5 Board meetings held till November 12, 2024 during the financial year 2024-25. The attendance details pertaining to FY 2024 are available in the Annual Report 2023-24.
Inter-se relationship with other Directors/Manager and other Key Managerial Personnel of the Company	None
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil

Name of the Director	Ms. Deepa Misra Harris
DIN	00064912
Date of Birth	26/10/1958
Age	66 years
Date of first appointment on the Board	16/03/2022
Qualifications	Ms. Harris holds master's degree in arts from Delhi University.
Expertise in specific functional areas/Brief resume	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Re-appointment as an Independent Director for a period of 5 (five) consecutive years effective from March 16, 2025 to March 15, 2030 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	The details of remuneration drawn are provided in the Corporate governance report section of the Annual Report 2023-24 and that can be accessed at https://s22.q4cdn.com/850749348/files/doc_downloads/ir_india/2024/09/yatra-online-limited-annual-report-fy-2023-24.pdf .
Details of remuneration sought to be paid	Members at the 4 th /2021-2022 Extra-Ordinary General Meeting held on March 21, 2022 approved the payment of INR 31,50,000/- per annum to each of the Non-Executive Independent Director(s) of the Company, for each financial year, for a period of their appointment/ re-appointment, apart from the sitting fee of INR 50,000/- for attending each of the meetings of the Board and Committees thereof and which will be valid upto March 20, 2025. Further, such remuneration be paid as given under item no. 1 of this notice.
Directorships in other Boards as on the Date of Notice (excluding foreign companies)	<ol style="list-style-type: none"> 1. Jubilant Foodworks Limited 2. TCPL Packaging Limited 3. Prozone Realty Limited 4. ADF Foods Limited 5. PVR Inox Limited
Membership/ Chairpersonship of Committees in other Boards as on date of Notice (excluding foreign companies)	Jubilant Foodworks Limited: <ul style="list-style-type: none"> ➤ Member in Audit Committee ➤ Chairperson in Sustainability and Corporate Social Responsibility Committee ➤ Member in Digital & Technology Committee

	<ul style="list-style-type: none"> ➤ Member in Risk Management Committee ➤ Member in Nomination, Remuneration and Compensation Committee <p>TCPL Packaging Limited:</p> <ul style="list-style-type: none"> ➤ Chairperson in Stakeholders Relationship Committee ➤ Chairperson in Corporate Social Responsibility Committee <p>Prozone Realty Limited:</p> <ul style="list-style-type: none"> ➤ Member in Audit Committee ➤ Chairperson in Nomination and Remuneration Committee ➤ Chairperson in Corporate Social Responsibility Committee <p>ADF Foods Limited:</p> <ul style="list-style-type: none"> ➤ Member in Stakeholders Relationship Committee ➤ Member in Audit Committee ➤ Member in Corporate Social Responsibility Committee <p>PVR Inox Limited:</p> <ul style="list-style-type: none"> ➤ Member in Audit Committee ➤ Member in Corporate Social Responsibility Committee ➤ Member in Stakeholders Relationship Committee ➤ Chairperson in Nomination and Remuneration Committee ➤ Member in Risk Management Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	PVR Inox Limited
No. of Board Meetings attended	Ms. Harris has attended 4 out of 5 Board meetings held till November 12, 2024 during the financial year 2024-25. The attendance details pertaining to FY 2024 are available in the Annual Report 2023-24.
Inter-se relationship with other Directors/Manager and other Key Managerial Personnel of the Company	None
No. of shares held:	
(c) Own	Nil
(d) For other persons on a beneficial basis	Nil

**Statement containing additional information as required in Schedule V of the Companies Act, 2013 –
(Item No. 1 of this Notice)**

1. General Information

1.	Nature of industry	The Company is engaged in the business of Tour and Travel.		
2.	Date or expected date of commencement of commercial production	The Company is engaged in the business of Tour and Travel. Further, the Company has already commenced its business.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators		Standalone (Amt. in Lakhs of INR)	
		Particulars	2023-24	2022-23
		Total Income	31,933	26,804
		Total Expenses	33,823	27,092
		Profit/ (Loss) before Tax	(1,890)	(299)
	Profit/ (Loss) after tax	(1,890)	(299)	
5.	Foreign Investments or collaborations, if any	The Company is listed on the BSE Limited and National Stock Exchange of India Limited. As at September 30, 2024, the Foreign Holding in the Company was at 68.79%. The Company does not have any Foreign Collaborations.		

2. Information about the appointee / Directors to whom remuneration is proposed to be paid:

Sr. No.	Particulars	Mr. Rohit Bhasin	Ms. Deepa Misra Harris	Dr. Anup Wadhawan
1.	Background details	As detailed in Explanatory Statement above for Item No. 2 of the Notice.	As detailed in Explanatory Statement above for Item No. 3 of the Notice.	Please refer the link https://investors.yatra.com/Investor-Relations-India/ of the website of the Company.
2.	Past remuneration	Mr. Bhasin was paid INR 11,50,000/- towards the sitting fees for attending the Board and Committee meetings held during the	Ms. Harris was paid INR 6,50,000/- towards the sitting fees for attending the Board and Committee	Not Applicable as he was appointed on the Board of the Company w.e.f. April 01, 2024.

		financial year 2023-24 and INR 31,50,000/- as a remuneration for the financial year 2023-24.	meetings held during the financial year 2023-24 and INR 31,50,000/- as a remuneration for the financial year 2023-24.	
3.	Recognition or awards	As detailed in Explanatory Statement above for Item No. 2 of the Notice.	As detailed in Explanatory Statement above for Item No. 3 of the Notice.	Please refer the link https://investors.yatra.com/Investor-Relations-India/ of the website of the Company.
4.	Job profile and his/ her suitability	As detailed in Explanatory Statement above for Item No. 2 of the Notice.	As detailed in Explanatory Statement above for Item No. 3 of the Notice.	The details are provided in the Corporate governance report section of the Annual Report 2023-24.
5.	Remuneration proposed	As explained in the resolution of this Notice at Item No. 1	As explained in the resolution of this Notice at Item No. 1	Payment of INR 31,50,000/- per annum, for each financial year, for a period of his appointment/ re-appointment, apart from the sitting fee of INR 50,000/- for attending each of the meetings of the Board and Committees thereof.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration paid to their counterparts in other similar companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by her, the remuneration proposed to be paid is commensurate with the remuneration paid	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the

			to their counterparts in other similar companies.	remuneration paid to their counterparts in other similar companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors, if any	He is not related to any managerial personnel or other directors of the Company and does not have any pecuniary relationship with the Company other than remuneration paid by the Company to him as mentioned herein.	She is not related to any managerial personnel or other directors of the Company and does not have any pecuniary relationship with the Company other than remuneration paid by the Company to her as mentioned herein.	He is not related to any managerial personnel or other directors of the Company and does not have any pecuniary relationship with the Company other than remuneration paid by the Company to him as mentioned herein.

(Note: The details above are being given of the present independent directors on the Board of the Company, however, the approval is being sought for payment of remuneration to all the present and future independent directors.)

3. Other Information

1.	Reasons of loss or inadequate profits	The Company during its expansion, has made investments in various existing and new avenues, which along with impact of CoVID-19 primarily resulted into losses in the past.
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	<p>The management is pursuing various strategic and operational measures like certain restructuring measures, productivity initiatives etc. that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.</p> <p>Recently, for the quarter ended September 30, 2024, Company has reported strong growth both year over year and sequentially.</p>