



January 03, 2025

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: Results of Postal Ballot through Remote E-voting process – Disclosure under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”)

Dear Sir/Madam,

This is further to our letter dated December 02, 2024 regarding the submission of the Postal Ballot Notice along with the Explanatory Statement (“Postal Ballot Notice”) seeking the approval of the Shareholders of the Company by way of Special Resolution for each of the following special businesses:

Sl. No.	Particular
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

In accordance with the Regulation 44(3) of the Listing Regulations, please find enclosed herewith the details of voting results and the report of the Scrutinizer thereon. The aforesaid special resolutions have been passed by the Shareholders with requisite majority through Postal Ballot by remote e-voting process.

Further, please also find enclosed herewith the proceedings of the Postal Ballot.

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 voting results and the Scrutinizer's report are also being made available on the website of the Company at <https://investors.yatra.com/Investor-Relations-India/Compliance-Under-Regulation-46/> under the postal ballot tab and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.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.
Peninsula Corporate Park, Lower Parel (West),
Mumbai-400013, Maharashtra.
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T: +91 0124 4591700
E: legal@yatra.com



VOTING RESULTS

Company Name		YATRA ONLINE LIMITED						
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)		02-01-2025						
Total number of shareholders on record date		36773 as on November 27, 2024						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:								
Resolution No.		1						
Resolution required: (Ordinary/ Special)		SPECIAL - Remuneration to be paid to Non-Executive, Independent Directors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10,11,49,858	10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
Public- Institutions	E-Voting	4,02,10,353	3,61,04,551	89.7892	3,61,04,551	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,61,04,551	89.7892	3,61,04,551	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,55,55,982	48,958	0.3147	34,284	14,674	70.0274	29.9726
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48,958	0.3147	34,284	14,674	70.0274	29.9726
Total		15,69,16,193	13,73,03,367	87.5011	13,72,88,693	14,674	99.9893	0.0107

Company Name		YATRA ONLINE LIMITED						
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)		02-01-2025						
Total number of shareholders on record date		36773 as on November 27, 2024						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No.		2						
Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment of Mr. Rohit Bhasin (DIN: 02478962), as a Non-Executive, Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10,11,49,858	10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
Public- Institutions	E-Voting	4,02,10,353	3,61,04,551	89.7892	3,61,04,551	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,61,04,551	89.7892	3,61,04,551	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,55,55,982	48,958	0.3147	38,591	10,367	78.8247	21.1753
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48,958	0.3147	38,591	10,367	78.8247	21.1753
Total		15,69,16,193	13,73,03,367	87.5011	13,72,93,000	10,367	99.9924	0.0076



Company Name		YATRA ONLINE LIMITED						
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)		02-01-2025						
Total number of shareholders on record date		36773 as on November 27, 2024						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No.		3						
Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment of Ms. Deepa Misra Harris (DIN: 00064912), as a Non-Executive, Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10,11,49,858	10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
Public- Institutions	E-Voting	4,02,10,353	3,61,04,551	89.7892	2,03,73,711	1,57,30,840	56.4298	43.5702
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,61,04,551	89.7892	2,03,73,711	1,57,30,840	56.4298	43.5702
Public- Non Institutions	E-Voting	1,55,55,982	48,958	0.3147	38,210	10,748	78.0465	21.9535
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48,958	0.3147	38,210	10,748	78.0465	21.9535
Total		15,69,16,193	13,73,03,367	87.5011	12,15,61,779	1,57,41,588	88.5352	11.4648

SCRUTINIZERS' REPORT

To

Yatra Online Limited

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

Sub: Scrutinizers' Report on Postal Ballot by way of remote e-voting ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Notice dated November 12, 2024

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Practicing Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Yatra Online Limited ("**Company**") for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolutions contained in the Postal ballot Notice dated November 12, 2024 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including 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**") read with applicable SEBI Circulars, (ii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and (iii) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("**NSDL**"), i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, January 02, 2025, 5:00 P.M. (IST).



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3. The Members of the Company as on the “**cut-off date**” i.e. Wednesday, November 27, 2024 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Wednesday, December 04, 2024, at 9:00 A.M. (IST) and concluded at 5:00 P.M. (IST) on Thursday, January 02, 2025 on the designated website of NSDL i.e. www.evoting.nsdl.com
5. On Monday, December 02, 2024, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the cut-off date i.e. November 27, 2024, received from Depositories i.e. National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”), Registrars and Share Transfer Agent of the Company (“**RTA**”) and whose e-mail id’s were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.yatra.com), NSDL (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also published by way of newspaper advertisements dated December 03, 2024 in “**Financial Express**” (English) and “**Navshakti**” (Marathi), to the members to register their e-mail id’s with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot, accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in “**Financial Express**” (English) and “**Navshakti**” (Marathi) on December 03, 2024 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id’s with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer’s secured link provided by NSDL through its designated website.



9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Ankit Kapoor and Mr. Mallikant Singh who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

-Report to follow-



ITEM NO. 1: REMUNERATION TO BE PAID TO NON-EXECUTIVE, INDEPENDENT DIRECTORS OF THE COMPANY (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."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	242	13,73,03,367
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	242	13,73,03,367



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	204	13,72,88,693	99.9893
Against	38	14,674	0.0107
Total	242	13,73,03,367	100.00



ITEM NO. 2: RE-APPOINTMENT OF MR. ROHIT BHASIN (DIN: 02478962), AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY (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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	242	13,73,03,367
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	242	13,73,03,367



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	208	13,72,93,000	99.992
Against	34	10,367	0.0076
Total	242	13,73,03,367	100.00



ITEM NO. 3: RE-APPOINTMENT OF MS. DEEPA MISRA HARRIS (DIN: 00064912), AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY (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.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	242	13,73,03,367
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	242	13,73,03,367



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	195	12,15,61,779	88.5352
Against	47	1,57,41,588	11.4648
Total	242	13,73,03,367	100.00



14. Based on the aforesaid results, the resolutions as mentioned above have been passed with requisite majority. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

Thanking You,
Yours faithfully,

**For Chandrasekaran Associates
Practicing Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024**



Shashikant Tiwari
Partner

Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919F003562455



Date: 03/01/2025
Place: Delhi

Countersigned by:
For and on behalf of
Yatra Online Limited

Chairman or person authorized by him



PROCEEDINGS OF THE POSTAL BALLOT OF YATRA ONLINE LIMITED (“THE COMPANY”) HELD THROUGH REMOTE E-VOTING CONCLUDED ON JANUARY 02, 2025

The Board of Directors of the Company (“**Board**”) at its meeting held on November 12, 2024, approved the proposal to conduct a postal ballot (“**Postal Ballot**”) by remote e-voting process (“**Remote E-voting**”) pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the 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**”) to seek approval of the Members through special resolution relating to the each of the following special businesses:

Sl. No.	Particular
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

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- i. 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;
- ii. The Company availed the services of National Securities Depository Limited (“**NSDL**”) for providing Remote E-voting facility to its Members;
- iii. The Company has sent the Notice of Postal Ballot dated November 12, 2024, together with an Explanatory Statement pursuant to Section 102 of the Act on Monday, December 02, 2024, only through electronic mode to the Members, whose names appeared on the register of members / list of beneficial owners, as received from the 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. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as on Wednesday, November 27, 2024 (“**Cut-off Date**”), vide an e-mail through NSDL.
- iv. An advertisement, as required under the Act and the relevant MCA Circulars, was published on Tuesday, December 03, 2024 in the newspapers viz. Financial Express (English) and Navshakti (Marathi);
- v. The Remote E-voting period commenced at 9:00 a.m. (IST) on Wednesday, December 04, 2024 and concluded at 5:00 p.m. (IST) on Thursday, January 02, 2025.



The Scrutinizer submitted his report on the postal ballot process to the Company on January 03, 2025. Summary of the Scrutinizer's Report is as under:

- i. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- ii. The votes cast through electronic means were unblocked on January 02, 2025 at 5:08 p.m. (IST).
- iii. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on Wednesday, November 27, 2024.
- iv. Votes cast through electronic means till 5:00 p.m. (IST) of January 02, 2025 being the closing time and date fixed by the Company for voting through electronic means were considered for scrutiny.

The details of voting on the Special Resolution as per the Scrutinizer's report are as under:

SPECIAL BUSINESS:

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

"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."

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
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Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes - in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes – Against (C)	% of votes against on votes polled (% of C/A)
13,73,03,367	87.5011	13,72,88,693	99.9893	14,674	0.0107

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

“**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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes - in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes – Against (C)	% of votes against on votes polled (% of C/A)
13,73,03,367	87.5011	13,72,93,000	99.9924	10,367	0.0076



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

“**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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes - in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes – Against (C)	% of votes against on votes polled (% of C/A)
13,73,03,367	87.5011	12,15,61,779	88.5352	1,57,41,588	11.4648

As per the authorization given by the Chairman of the Company, Mr. Dhruv Shringi, Whole Time Director cum Chief Executive Officer, Mr. Rohan Mittal, Group Chief Financial Officer and Mr. Darpan Batra, Company Secretary & Compliance Officer of the Company were severally authorized to countersign the scrutinizer’s report, declare the result of the voting forthwith and to do all such acts, deeds and things as may be necessary in this regard. Accordingly, the above stated result of postal ballot was declared today i.e. on January 03, 2025 by the Company Secretary & Compliance Officer and the aforesaid resolutions are deemed to have been passed as the special resolutions by the members of the Company on January 02, 2025 with the requisite majority.
