

August 08, 2023

BSE Ltd. P J Towers, Dalal Street, FortMumbai - 400001  <b>Scrip Code: 543272</b>	National Stock Exchange of India Limited (NSE). Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051  <b>Symbol: EASEMYTRIP</b>
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**Subject: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -  
Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of the Postal Ballot Notice dated August 07, 2023 along with explanatory statement, seeking approval of Members of the Company by way of Special Resolution for - Issuance of equity shares of the Company on preferential basis, To extend approval Of 'Easy Trip Planners - Employees Stock Option Plan 2022' to the employees Of Holding Company, Associate Company(Ies), Group Company(Ies) And Its Subsidiary Company (Ies) [Present And Future], Grant Of options To issue securities equal to Or exceeding one Percent (01%) but not exceeding two percent (02%) of the Issued Capital of the Company during any one financial year To identified employees Under Easy Trip Planners - Employees Stock Option Plan 2022 are attached.

In compliance with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the Postal Ballot Notice have been sent electronically to all the shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 04, 2023. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot and shareholders have been requested to communicate their assent or dissent through the remote e-voting system only provided by Registrar and Share Transfer Agent.

Remote e-voting period shall commence on Tuesday, August 08, 2023 (09:00 A.M. IST) and end on Wednesday, September 06, 2023 (05.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 05.00 P.M. (IST) on Wednesday, September 06, 2023 and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

Request you to kindly take the same on record.

**For Easy Trip Planners Limited**

**PRIYANKA**  
**TIWARI**  
Digitally signed by  
PRIYANKA TIWARI  
Date: 2023.08.08 12:25:13  
+05'30'

**Priyanka Tiwari**  
**Group Company Secretary and Chief Compliance Officer**  
**Membership No.: A50412**

## Easy Trip Planners Ltd.

**Registered office :** Building No. - 223, Patparganj Industrial Area, New Delhi - 110092 (India)

Phone : +91 - 11 43030303, 43131313 | E-mail : Care@easemytrip.com | Web: www.EaseMyTrip.com | CIN No. L63090DL2008PLC179041





## **EASY TRIP PLANNERS LIMITED**

Registered Office: FIE, Patparganj Industrial Area, Delhi-110091

E-mail id: [emt.secretarial@easemytrip.com](mailto:emt.secretarial@easemytrip.com), website: [www.easemytrip.com](http://www.easemytrip.com)

CIN: L63090DL2008PLC179041

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Easy Trip Planners Limited ("the Company") by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 04, 2023.

**In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.**

The Board of Directors of the Company have appointed Mrs. Manisha Gupta (CP No. 6808), Proprietor of M/s. Manisha Gupta & Associates, Practicing Company Secretaries, New Delhi, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting ("remote e-voting") facility only for this Postal Ballot process. The Company has engaged the services of M/s. KFin Technologies Limited ("KFIN or KFinTech"), to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.



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Remote e-voting period shall commence on Tuesday, August 08, 2023 (9:00 A.M. IST) and end on Wednesday, September 06, 2023 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Wednesday, September 06, 2023.

Upon completion of remote e-voting, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of Postal Ballot will be announced by Friday, September 08, 2023 at the Corporate Office of the Company. The said result along with the Scrutinizer's report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. [www.easemytrip.com](http://www.easemytrip.com) and on website of KFIN viz. <https://evoting.kfintech.com>.

Remote e-voting period shall commence on Tuesday, August 08, 2023 (09:00 A.M. IST) and end on Wednesday, September 06, 2023 (05.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 05.00 P.M. (IST) on Wednesday, September 06, 2023.

Upon completion of remote e-voting, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of postal ballot will be announced not later than by 05.00 P.M. (IST) on Friday, September 08, 2023 at the Corporate Office of the Company. The said result along with the Scrutinizer's report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company's website viz. [www.easemytrip.com](http://www.easemytrip.com).

### **SPECIAL BUSINESSES:**

#### **Item No. 1 – Issuance of equity shares of the Company on preferential basis**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the **“Act”**), in accordance with the provisions of the Memorandum and Articles of Association of Easy Trip Planners Limited (**“the Company”**), the regulations issued by the Securities and Exchange Board of India (**“SEBI”**), including the SEBI (Listing Obligations and



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Disclosure Requirements) Regulations, 2015 as amended (the “**Listing Regulations**”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry of Corporate Affairs (“**MCA**”), the SEBI, the BSE Limited, the National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**”) which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot 3,37,20,618 (Three Crores Thirty Seven Lacs Twenty Thousand Six Hundred Eighteen) equity shares of the face value of INR 1 (Indian Rupee One Only) each fully paid up, on a preferential basis at a price of INR 44.32 (Indian Rupees Forty Four and Thirty Two Paise Only) for each equity share i.e. including a premium of INR 43.32 (Indian Rupees Forty Three and Thirty Two Paise Only) for each equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees (“**Proposed Allottees**”) as detailed herein below:

Sl. No.	Name of the Proposed Allottee	Category	Maximum Number of Equity Shares to be issued and allotted	Consideration (INR)
1.	Mr. Sandeep Kumar Gupta	Non-Promoter, Individual	18,41,155	8,16,00,000* (non-cash)
2.	Mr. Gopal Krishan Kapoor	Non-Promoter, Individual	18,41,155	8,16,00,000* (non-cash)
3.	Mr. Adil Sathu	Non-Promoter, Individual	9,26,871	4,10,78,947* (non-cash)
4.	Mr. Atif Sathoo	Non-Promoter, Individual	26,85,018	11,90,00,000* (non-cash)
5.	Ms. Nadiya Jan	Non-Promoter, Individual	2,49,374	1,10,52,264* (non-cash)
6.	Ms. Parveena Shafi	Non-Promoter, Individual	1,66,263	73,68,789* (non-cash)
7.	Mr. Pradeep Prabhashankar Saboo	Non-Promoter, Individual	69,04,332	30,60,00,000* (non-cash)



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8.	Capri Global Holdings Private Limited	Non-Promoter, Company	1,91,06,450	84,67,97,864 (cash)
	<b>Total</b>		<b>3,37,20,618</b>	<b>1,49,44,97,864</b>

*\*The fractional consideration has been rounded off to match with the amount of consideration mentioned in the Share Purchase Agreements dated August 2, 2023 executed by the Company inter alia with the persons mentioned at 1 to 7 in the above table.*

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Monday, August 7, 2023 being the date 30 (Thirty) days prior to the last date for Remote e-Voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Wednesday, September 6, 2023.

**RESOLVED FURTHER THAT** the shares being offered, issued, and allotted to the Proposed Allottees by way of a preferential allotment shall *inter alia* be subject to the following terms and conditions:

- a) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- b) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;
- c) The ‘Relevant Date’ for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Monday, August 7, 2023 being the date 30 (Thirty) days prior to the last date for Remote e-Voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, September 6, 2023.
- d) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provision(s) of SEBI (ICDR) Regulations;
- e) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove; and





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- g) The equity shares shall be allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any Stock Exchanges and/ or any other regulatory authority for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby severally authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to accept any modification(s) in the terms of issuance of the equity shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), Company Secretary, executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard, including without limitation to file any returns/ e-forms/ documents, etc. with the MCA and/ or any other relevant authority as may be applicable.”



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### **Item No. 2 - To extend approval Of 'Easy Trip Planners - Employees Stock Option Plan 2022' to the employees Of Holding Company, Associate Company(ies), Group Company(ies) And Its Subsidiary Company (ies) [Present And Future]**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board Of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“the **SEBI SBEB and Sweat Equity Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **SEBI LODR Regulations**”), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the **Board**”, which term shall be deemed to include any Committee including the Compensation/ Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent and approval of the Shareholders be and is hereby accorded to extend the benefits of ‘**Easy Trip Planners - Employees Stock Option Plan 2022**’ (“**ETPL ESOP - 2022**”) proposed in the resolution passed on 30<sup>th</sup> August, 2022 in Annual General Meeting to such persons who are in the employment of the Holding Company, Group Company(ies), Associate Company(ies) and its Subsidiary Company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), whether working in India or out of India and to the directors of the Holding Company, Group Company(ies), Associate Company(ies) or its Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/ or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ETPL ESOP - 2022.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ETPL ESOP – 2022 from time to time or to suspend, withdraw, or revive ETPL ESOP - 2022 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”



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**Item No. 3- Grant Of options To issue securities equal to Or exceeding one Percent (01%) but not exceeding two percent (02%) of the Issued Capital of the Company during any one financial year To identified employees Under Easy Trip Planners - Employees Stock Option Plan 2022**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“the **SEBI SBEB and Sweat Equity Regulations**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and notwithstanding ceiling limit for Grant of Option during any one Financial Year to any employee or director of the Company and its Holding Company, Group Company(ies), Associate Company(ies) or its Subsidiary Company(ies) not exceeding One percent (01%) of the issued Capital of the Company, consent of the Shareholders be and is hereby accorded for Grant of options to identified employees under ‘**Easy Trip Planners - Employees Stock Option Plan 2022**’ (“**ETPL ESOP – 2022**”) during any one year, equal to or exceeding One per cent (01%) but not exceeding Two per cent (02%) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, on such terms and in such manner as stated in ‘**Easy Trip Planners - Employees Stock Option Plan 2022**’.

**By order of the Board  
For Easy Trip Planners Limited**

**Group Company Secretary and Chief Compliance Officer  
Membership No. A50412**

**Date: August 7, 2023**

**Place: Delhi**





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### **NOTES FOR MEMBER'S ATTENTION:**

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. Members may note that this Notice will also be available on Company's website([www.easemytrip.com](http://www.easemytrip.com)), Stock Exchanges' website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and on the website of Service Provider i.e. KFIN (<https://evoting.kfintech.com>) in compliance with the relevant Circulars.
3. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020,33/2020, 39/2020, 10/2021 and 02/ 2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020,December 31, 2020, June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 04, 2023.

Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, August 04, 2023 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.

To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by M/s. KFin Technologies Limited ("KFIN or KFinTech"), Registrar and Share Transfer Agent (RTA). Instructions for remote e-voting are provided in the Notice.

4. Remote e-voting period shall commence on Tuesday, August 08, 2023 (9:00 A.M. IST) and end on Wednesday, September 06, 2023 (5.00 P.M. IST) (both days inclusive). During this period,



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Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 04, 2023 (including those Members who may not

have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by M/s. KFin Technologies Limited ("KFIN or KFinTech"), Registrar and Share Transfer Agent (RTA) for voting thereafter.

Members holding shares in (Physical/Demat) whose email IDs are not registered and in Consequence Postal Ballot Notice and E-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Alternatively, member may send an e-mail request at the email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions. Please note that in case the shares are held in electronic form/demat mode, the above facility is only for temporary registration of email address for receipt of the Notice of Postal Ballot and the e-Voting instructions along with the USER ID and Password. Members holding shares in electronic/Demat form will have to register their email address with their DPs permanently.

5. Results of Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting i.e. Friday, September 08, 2023, at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. [www.easemytrip.com](http://www.easemytrip.com) and on website of KFIN tech viz. <https://evoting.kfintech.com>
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, September 06, 2023.
7. **Instructions for remote e-voting are as below:**
  - (i) Remote e-voting period shall commence on Tuesday, August 08, 2023 (9:00 A.M. IST) and end on Wednesday, September 06, 2023 (5.00 P.M. IST) (both days inclusive)
  - (ii) During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 04, 2023 (including



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CIN: L63090DL2008PLC179041

those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by KFIN tech for voting thereafter.

- (iii) During the remote e-voting period, Members can login at KFIN tech e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories / DP(s), is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ul style="list-style-type: none"><li>(i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>(ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>(iii) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</li><li>(iv) Click on the company name or e-Voting Service Provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ul> <p>2. For those Members who have not registered for the IDeAS e-Services facility of NSDL</p> <ul style="list-style-type: none"><li>(i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>(ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>(iii) Proceed with completing the required fields.</li><li>(iv) Follow steps given in points 1.</li></ul> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"><li>(i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li></ul>



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	<p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) A new screen will open. Enter User ID ((that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</p> <p>(v) you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech</p> <p>(vi) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders Holding securities in demat mode with CDSL	<p>1. Members who have already registered and opted for Easi / Easiest facility of CDSL to follow below steps:</p> <p>(i)Go to URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> ; or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(ii) Go to Login and select New System Myeasi / Login to My Easi option under Quick Login</p> <p>(iii) Login with your registered user id and password for accessing Easi / Easiest.</p> <p>(iv) The user will see the e-Voting Menu.</p> <p>(v) Click on Company name or e-Voting service provider i.e. KFintech name to cast your vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the Easi/Easiest facility of CDSL</p> <p>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point 1</p> <p>3. For directly accessing the e-Voting module of CDSL by the Members:</p> <p>(i) Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>(v) On successful authentication, you will enter the e-voting module of CDSL.</p>



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	(vi) Click on the company name or select e-Voting service provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>Individual Shareholder login through their demat accounts / Website of Depository Participant.</p> <p>Individual Shareholder can also login using the login credentials of his/her demat account through his/her Depository.</p> <p>Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, he/she will be able to see e-Voting option. Click on e-Voting option and he/she will be redirected to NSDL/CDSL Depository site (as may be applicable) after successful authentication wherein he/she can see e-Voting feature.</p> <p>Click on the company name or e-Voting service provider name i.e. Kfintech and then it will be redirected to e-Voting service provider website of Kfintech for casting his/her vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):**

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA i.e. Kfintech which will include details of E-Voting Event Number (7486), USER ID and password.

Members are requested to use these credentials at below mentioned URL. They will have to follow the following process:





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Launch internet browser by typing the URL:<https://evoting.kfintech.com/>

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7486, followed by folio number. In case of Demat account, User ID will be your DP ID and ClientID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

After entering these details appropriately, click on "LOGIN".

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

Once the password is changed, you need to login again with the new credentials.

On successful login, the system will prompt you to select the "EVENT" i.e. EASY TRIP PLANNERS LIMITED- 7486"and click on "Submit"

On the voting page, enter the number of shares (which represents the number of votes) as on the Record Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter



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etc., authorizing its representative on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [manisha.pcs@gmail.com](mailto:manisha.pcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.

### **Contact details of RTA**

Mr. Umesh Pandey, Manager

KFin Technologies Limited

Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana

Email ids: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com); [umesh.pandey@kfintech.com](mailto:umesh.pandey@kfintech.com)

Website: <https://www.kfintech.com>; Toll free number: 1- 800-309-4001

### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 1**

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI (ICDR) Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), as amended from time to time, approval of the members of the Company by way of Special Resolution is



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required for issuance of equity shares to the Proposed Allottees belonging to the non-promoter category, in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Act and the SEBI (ICDR) Regulations as amended in relation to the aforesaid Special Resolution are given as under:

### 1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors of the Company had, at its meeting held on Monday, August 7, 2023, subject to the approval of the members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance of 3,37,20,618 (Three Crores Thirty Seven Lacs Twenty Thousand Six Hundred Eighteen) fully paid-up equity shares of the Company to Proposed Allottees, on a preferential basis, at a price of INR 44.32 (Indian Rupees Forty Four and Thirty Two Paise Only) for each equity share, including a premium of INR 43.32 (Indian Rupees Forty Three and Thirty Two Paise Only) for each equity share, being the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations.

Out of the said 3,37,20,618 (Three Crores Thirty Seven Lacs Twenty Thousand Six Hundred Eighteen) equity shares, 1,91,06,450 (One Crore Ninety One Lacs Six Thousand Four Hundred Fifty) equity shares will be allotted for cash aggregating to INR 84,67,97,864 (Indian Rupees Eighty Four Crores Sixty Seven Lacs Ninety Seven Thousand Eight Hundred Sixty Four) and 1,46,14,168 (One Crore Forty Six Lacs Fourteen Thousand One Hundred Sixty Eight) equity shares will be allotted for consideration other than cash in connection with the proposed acquisition of the Target Companies (*as defined below*).

### 2. Objects of the preferential issue:

The cash proceeds of INR 84,67,97,864 (Indian Rupees Eighty Four Crores Sixty Seven Lacs Ninety Seven Thousand Eight Hundred Sixty Four Only) proposed to be raised through issuance of 1,91,06,450 (One Crore Ninety One Lacs Six Thousand Four Hundred Fifty) fully paid-up equity shares of the face value of INR 1 (Indian Rupees One Only) each of the Company by way of preferential issue to Capri Global Holdings Private Limited and will be utilized to meet the working capital requirements of the Company within the current financial year, i.e., 2023-24.

Further, the Company has recently on August 2, 2023 executed the Share Purchase Agreement(s) and the Shareholders' Agreement(s) ("**Definitive Agreements**") *inter alia* with the Proposed Allottees other than Capri Global Holdings Private Limited in connection with the proposed acquisition of 51% of the aggregate paid-up share capital of each of Dook Travels Private Limited, Tripshope Travel Technologies Private Limited and Guideline Travels Holidays India Private Limited (collectively "**Target Companies**").

Under the terms of all the three Definitive Agreements, the Company is required to pay



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the aggregate purchase consideration of INR 64,77,00,000 (Indian Rupees Sixty Four Crores Seventy Seven Lacs Only) for the said proposed acquisitions to the Proposed Allottees other than Capri Global Holdings Private Limited by way of issuance of its fully paid-up equity shares through preferential allotment. For this reason, the Company proposes to issue 1,46,14,168 (One Crore Forty Six Lacs Fourteen Thousand One Hundred Sixty Eight) fully paid-up equity shares of the face value of INR 1 (Indian Rupee One Only) each to the Proposed Allottees other than Capri Global Holdings Private Limited on non-cash basis to discharge the above-mentioned aggregate purchase consideration.

### 3. Number of shares, kind of securities and pricing of preferential issue:

The Company proposes to issue an aggregate of 3,37,20,618 (Three Crores Thirty Seven Lacs Twenty Thousand Six Hundred Eighteen) fully paid-up equity shares of the face value of INR 1 (Indian Rupee One Only) each of the Company at a price of INR 44.32 (Indian Rupees Forty Four and Thirty Two Paise Only) each including a premium INR 43.32 (Indian Rupees Forty Three and Thirty Two Paise Only) for each share to the Proposed Allottees, subject to receiving the approval of the members and other statutory approvals, as applicable. Please refer to Para 5 below for the basis for calculating the price for the preferential issue.

### 4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the Relevant Date for the determination of issue price of equity shares is Monday, August 7, 2023 ("**Relevant Date**"), being the date which is 30 days prior to the last date for e-voting for Postal Ballot, i.e., Wednesday, September 6, 2023.

### 5. Basis on which the price has been arrived at:

The equity shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, the shares of the Company are listed on NSE and BSE for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations. As per the said Regulation 164(1) of the SEBI (ICDR) Regulations, if the shares are frequently traded, the price is required to be determined by considering the following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or



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(b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

**“Stock Exchange”** for this purpose shall mean any of the recognized stock exchange in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

**“Frequently traded shares”** means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Since the equity shares of the Company are listed on the NSE and BSE and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI (ICDR) Regulations, the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been computed as INR 44.32 (Indian Rupees Forty Four and Thirty Two Paise Only) for each equity share i.e. including a premium of INR 43.32 (Indian Rupees Forty Three and Thirty Two Paise Only) for each equity share.

The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation Report dated August 7, 2023 issued by Mr. Varun Sharma, an Independent Chartered Accountant and a Registered Valuer, (**Regn. No: IBBI/RV/06/2020/13512** and **ICAIRVO: ICAIRVO/06/RV-P00104/2020-2021**) under the Act, and (ii) pricing certificate dated August 7, 2023 issued by Mr. Karan Chadha, Practicing Chartered Accountant bearing Membership No. 522201, Partner - KG Somani & Co LLP (FRN - 006591N/N500377), certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (ICDR) Regulations and the same shall be made available and published on the website of the Company i.e. [www.easemytrip.com](http://www.easemytrip.com).

### **6. Shareholding pattern of the Company before and after the issue:**

The Shareholding pattern giving the present position considering full allotment of shares issued on the preferential basis, as per the aforesaid resolution, is given below:





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Category	Pre preferential issue (As of the date of this notice)		Post preferential issue	
	No. of Shares	%	No. of Shares	%
<b>Promoters and Promoter Group (A)</b>	1,13,93,78,084	65.54	1,13,93,78,084	64.30
<b>Public (B)</b>	59,89,41,916	34.46	63,26,62,534	35.70
<b>Total (A) + (B)</b>	1,73,83,20,000	100	1,77,20,40,618	100
<b>Custodian (C)</b>	-	-	-	-
<b>Grand Total (A) + (B) + (C)</b>	<b>1,73,83,20,000</b>	<b>100</b>	<b>1,77,20,40,618</b>	<b>100</b>

**7. Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

**8. Proposed time within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the allotment of the equity shares to the Proposed Allottees, shall be completed within a period of 15 days from the date of passing of the resolution by the members. However, where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approval(s) and/ or permission(s).

**9. Principal terms of assets charged as securities:**

Not applicable.

**10. Undertaking:**

(a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

(a) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of SEBI (ICDR) Regulations.



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(b) The Company hereby undertakes that it shall re-compute the price of the equity shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.

(c) The Company will appoint a SEBI Registered Credit Rating Agency as a Monitoring Agency for monitoring the use of issue proceeds raised in cash in compliance with SEBI (ICDR) Regulations, if required.

(d) The allotment of equity shares does not require to making of an Open Offer in terms of applicable provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

### **11. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

### **12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2023-24.

### **13. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares proposed to be issued by the Company through this preferential allotment. Such equity shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend and voting rights.

### **14. Certificate of Practicing Company Secretary:**

The Certificate dated August 7, 2023 from Ms. Smita Rastogi & Co., Practicing Company Secretary bearing FCS 5994 and Certificate of Practice No. 5485), Proprietor of Smita Rastogi & Co., Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, shall be available and published on the website of the Company i.e. [www.easemytrip.com](http://www.easemytrip.com).

### **15. Other Disclosures:**

The allotment of the equity shares is subject to the Proposed Allottees not having sold any



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equity shares of the Company during the 90 Trading Days preceding the Relevant Date. Each of the Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

**16. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control the Proposed Allottee):**

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are ultimate beneficial owners	Pre-issue shareholding		No. of equity shares allotted	Post-preferential shareholding	
				No. of equity shares	% age		No. of equity shares	% age
1.	Mr. Sandeep Kumar Gupta	AHBPG7898Q	NA	Nil	NA	18,41,155	18,41,155	0.10
2.	Mr. Gopal Krishan Kapoor	ARZPK0617R	NA	Nil	NA	18,41,155	18,41,155	0.10
3.	Mr. Adil Sathu	BKTPS6513A	NA	Nil	NA	9,26,871	9,26,871	0.05
4.	Mr. Atif Sathoo	CHPPS9712K	NA	Nil	NA	26,85,018	26,85,018	0.15
5.	Ms. Nadiya Jan	BCBPJ5006M	NA	Nil	NA	2,49,374	2,49,374	0.01
6.	Ms. Parveena Shafi	JZBPS1480R	NA	Nil	NA	1,66,263	1,66,263	0.01
7.	Mr. Pradeep Prabhashankar Saboo	AJWPS0742E	NA	3,000	0.001	69,04,332	69,07,332	0.39
8.	Capri Global Holdings Private Limited	AABCM4155A	Mr. Rajesh Sharma	58,80,000	0.34	1,91,06,450	2,49,86,450	1.41

**17. The percentage (%) of post preferential issue capital that may be held by the allottee and change in control, if any, consequent to the preferential issue:**

The Proposed Allottees will hold approximately 2.22% of the post preferential issue share capital i.e. the total issued share capital of the Company. There will not be a change in control of the Company consequent to the preferential issue.



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### **18. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The Proposed Allottees are non-promoters and will continue to be non-promoters in the Company.

### **19. Lock-in:**

- (i) The equity shares to be allotted shall be subject to 'lock-in' for a period of 6 (six) months from the date of grant of trading approvals by the Stock Exchanges as per Regulation 167(2) of Chapter V of the SEBI (ICDR) Regulations.
- (ii) The entire pre-preferential allotment shareholding of any of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approvals by the Stock Exchanges as per as per Regulation 167(6) of Chapter V of the SEBI (ICDR) Regulations.

### **20. Approval under the Companies Act, 2013:**

Pursuant to Section 62(1)(c) of the Act, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Act, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issuance of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the SEBI or the MCA or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.



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None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The documents referred to in the Notice, for which this member's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to Wednesday, September 6, 2023 (end date of Postal Ballot).

The Board accordingly recommends passing of the special resolution set forth at Item No. 1 by the members of the Company.

### **Item No. 2 &3**

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including employees of the Holding Company, Group Company(ies), Associate Company(ies) and/or its Subsidiary Company (ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Holding Company, Group Company(ies), Associate Company(ies) and/or its Subsidiary Company (ies) on the growth path. Keeping in line with the above, 'Easy Trip Planners - Employees Stock Option Plan 2022' ('the Scheme') has been formulated by the Company and to be implemented by Compensation / Nomination & Remuneration Committee constituted under Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee and Sweat Equity Benefits) Regulations, 2021 ("SEBI SBEB and Sweat Equity Regulations") issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors at their Meeting held on 02<sup>nd</sup> August, 2022, subject to the approval of the members and also by the Shareholders in the Annual General Meeting held on 30<sup>th</sup> August, 2022.

In principle approval from BSE & NSE dated February 21, 2023 has been given only to the permanent employees of the Company subject to the condition that the resolutions for the employees of the holding company(ies), associate company(ies), group company(ies) and its subsidiary company(ies) and also grant of options equal or exceeding one percent but not more than two percent of the issued capital of the company during any one financial year shall be passed separately once more. Hence, we propose the same to the shareholders for their approval.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of





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section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI SBEB and Sweat Equity Regulations as and when applicable to the Company.

The resolution set out at Item No. 2 provides that a Company may grant option to an employee and to a director of the Company and its Holding Company Associate Company(ies), Group Company(ies) and its Subsidiary Company (ies) [present and future] not exceeding one per cent of the issued capital of the Company in one year. However, the Company may identify certain employee/s to whom it may be necessary to grant options exceeding one per cent in one year to ensure continuity of their service with the Company.

The resolution as set out in Item No. 3 provides that the Company may grant option equal to or exceeding One per cent (01%) but not exceeding Two per cent (02%) in One year to following employees as listed below:

<b>Sr. No.</b>	<b>Name of the Employees</b>	<b>Options Granted</b>

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolutions set out in Item No. 2 and 3, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 2 and 3 of the Notice for adoption by the Shareholders as special resolution.

**By order of the Board  
For Easy Trip Planners Limited**

**Group Company Secretary and Chief Compliance Officer  
Membership No. A50412**

**Date: August 7, 2023  
Place: Delhi**