



May 08, 2024

Listing Manager, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400051, India Symbol: YATRA ISIN No.: INE0JR601024	Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001, India Scrip Code: 543992 ISIN No.: INE0JR601024
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Dear Sir/Madam,

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 (“Listing Regulations”)

This is further to our letter dated April 05, 2024 regarding the submission of the Postal Ballot Notice along with the Explanatory Statement (“Postal Ballot Notice”) seeking the approval of the Members of the Company by way of a Special Resolution for the appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director of the Company for a term of three consecutive years with effect from April 01, 2024 till March 31, 2027.

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 resolution has been passed by the Members with requisite majority through Postal Ballot by remote e-voting process.

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

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/>.

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



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

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Company Name		YATRA ONLINE LIMITED						
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)		07-05-2024						
Total number of shareholders on record date		31417 as on April 02, 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 - Appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director.						
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	10,11,49,858	100.0000	10,11,49,858	0	100.0000
Public- Institutions	E-Voting	4,59,52,033	4,15,62,795	90.4482	4,15,62,795	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		4,59,52,033	4,15,62,795	90.4482	4,15,62,795	0	100.0000
Public- Non Institutions	E-Voting	98,14,302	26,150	0.2664	24,698	1,452	94.4474	5.5526
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		98,14,302	26,150	0.2664	24,698	1,452	94.4474
Total		15,69,16,193	14,27,38,803	90.9650	14,27,37,351	1,452	99.9990	0.0010

REPORT OF SCRUTINIZER

To,
The Chairman
Yatra Online Limited.
CIN: L63040MH2005PLC158404

Ref.: Scrutinizer's Report on the Postal Ballot Process conducted through E-Voting pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 09/2023 of Ministry of Corporate Affairs (MCA) dated September 25, 2023.

Dear Sir,

1. The Board of Directors of Yatra Online Limited ("The Company") has appointed me as the Scrutinizer for the purpose of scrutinizing the postal ballot voting process in a fair and transparent manner and ascertaining the requisite majority for passing of the below-stated resolution as proposed in the Postal Ballot Notice.
2. I submit this report for voting conducted through the 'e-voting'/electronic means as under:
 - 2.1 The Company had appointed National Securities Depositories Limited ("NSDL") for providing remote e-voting facility to the Members of the Company.
 - 2.2 The Company provided remote e-voting facility to all the Members of the Company which started at 9:00 a.m. (IST) on Monday, 08th April, 2024 and ended on Tuesday, 07th May, 2024 at 5:00 p.m. (IST)



2.3 The votes cast electronically by the Members till Tuesday, 07th May, 2024 by 5:00 p.m. (IST) being the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.

2.4 Particulars of all votes cast by the Members have been entered in a register separately maintained for the purpose.

2.5 The votes cast electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 02nd April, 2024 being the cutoff date for the said process.

2.6 The votes received through 'e-voting' were unblocked and downloaded on 07th May, 2024 at 5:20 p.m. from the portal of NSDL in the presence of Mr. Sandeep Chaudhary and Ms. Chanchal Goyal, who are not the employees of the Company and who have signed below as witnesses to the unblocking of votes.

3. A summary of the votes cast through the e-voting process is given below :

Resolution No. 1: As a Special Resolution

Appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director.

TOTAL VALID VOTES		VOTES IN FAVOUR			VOTES AGAINST		
Number of Members voted	No. of Votes	Number of Members voted	No. of Votes	Voting (in %)	Number of Members voted	No. of Votes	Voting (in %)
257	142738803	236	142737351	99.999	21	1452	0.001



4. Based on the above information, you may accordingly declare the result of voting.

Thanking you,

Yours faithfully



(CS Sundeep K. Parashar)

Scrutinizer

SKP & Co

Company Secretaries

Proprietor

M. No. : F 6136

C. P. No. : 6575

UDIN: F006136F000328436

Date: 08.05.2024

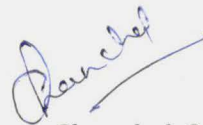
Place: Vaishali

We the undersigned witness that the votes cast through remote e-voting process were unblocked from the e-voting website of NSDL as stated above in this report, on May 07, 2024 in our presence.



Name : Sandeep Chaudhary

PAN : ICHPS2676R



Name : Chanchal Goyal

PAN : EFNPG7772B



PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF YATRA ONLINE LIMITED (“THE COMPANY”) HELD THROUGH REMOTE E-VOTING CONCLUDED ON MAY 07, 2024

The Board of Directors of the Company (“**Board**”) at its meeting held on March 19, 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. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”) to seek approval of the Members through a special resolution relating to the appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director of the Company w.e.f. April 1, 2024.

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. Sundeep Kumar Parashar of M/s. SKP & Co., Practising Company Secretary, was appointed as the Scrutinizer for conducting the Postal Ballot only through Remote E-voting facility 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 March 19, 2024, together with an Explanatory Statement pursuant to Section 102 of the Act on Friday, April 05, 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. Link Intime India Private Limited, as on Tuesday, April 02, 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 Saturday, April 06, 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 Monday, April 08, 2024 and ended at 5:00 p.m. (IST) on Tuesday, May 07, 2024.

The Scrutinizer submitted his report on the postal ballot process to the Chairman of the Company on May 08, 2024. 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 May 07, 2024 at 5:20 p.m.



- 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 Tuesday, April 02, 2024.
- iv. Votes cast through electronic means till 5:00 p.m. of May 07, 2024 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:

Appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and 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 on the recommendation of Nomination and Remuneration Committee and the Board, Dr. Anup Wadhawan (DIN: 03565167), who was appointed as an Additional Director, in the category of an Independent Director, by the Board of Directors w.e.f. April 01, 2024, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act, read with Rules made thereunder and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Dr. Anup Wadhawan (DIN: 03565167) who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years, from the date of his appointment i.e. April 01, 2024 till March 31, 2027.

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.”

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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)
14,27,38,803	90.9650	14,27,37,351	99.9990	1,452	0.0010

As per the resolution passed by the Board of Directors 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 May 08, 2024 by the Company Secretary & Compliance Officer and the aforesaid resolution is deemed to have been passed as a special resolution by the members of the Company on May 07, 2024 with the requisite majority.

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