



Registered Office: Unit No. B-2/101, 1st Floor, Marathon Innova Building, Marathon Nextgen Complex, B-Wing, G. Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel (West), Mumbai – 400 013, Maharashtra
CIN: L63040MH2005PLC158404, **WEBSITE:** www.yatra.com, **Email ID:** Investors@yatra.com
TEL: +91 124 4591700; +91 22 44357700

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, as extended from time to time and last extended vide General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following special resolution:

Sl. No.	Particulars
1.	Appointment of Dr. Anup Wadhawan (DIN: 03565167) as an Independent Director

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

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant ("DP") / Registrar and Share Transfer Agent ("RTA").

The Board has appointed Mr. Sundeep Kumar Parashar of M/s. SKP & Co., (Membership No. FCS 6136) (CP No. 6575), Practising Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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

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

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

Commencement of e-voting period	9:00 a.m. IST on Monday, April 08, 2024
Conclusion of e-voting period	5:00 p.m. IST on Tuesday, May 07, 2024
Cut-off date for eligibility to vote	Tuesday, April 02, 2024

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. IST on Tuesday, May 07, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company (“the Chairperson”) or any other person authorized by the Chairperson, and the results will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5:00 p.m. IST on Thursday, May 09, 2024. The results declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. May 07, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

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

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

“**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.

Registered office:

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

By order of the Board of Directors
for Yatra Online Limited

Sd/-
Darpan Batra
Company Secretary & Compliance Officer

New Delhi
March 19, 2024

Notes:

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the Listing Regulations, stating all material facts and the reason/ rationale for proposed resolution is annexed herewith.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s) (“DPs”) / Registrar and Share transfer agent (“RTA”) i.e. Link Intime India Private Limited, as on **Tuesday, April 02, 2024 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system. In compliance of provision with Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed NSDL for facilitating remote e-voting, to enable the members to cast their votes electronically.
- 3) Members may note that this Notice will also be available on the Company’s website at www.yatra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members who do not receive the Postal Ballot Notice may also download it from the above-mentioned websites.

- 4) Once the vote on the resolution is cast by the member, he / she/they shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on April 02, 2024, being the Cut-off Date fixed for the purpose.
- 5) In case of joint holders, the member whose name appears as the first holder in the order of names as per the records with DPs / RTA of the Company will be entitled to vote.
- 6) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 07, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
- 7) The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny of the e-voting, and the results of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before 5:00 PM IST on Thursday, May 09, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
- 8) The results declared along with the Scrutinizer's Report shall be placed displayed on the Company website www.yatra.com, and on the website of NSDL www.evoting.nsdl.com, immediately after the results are declared by the Chairperson or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, NSDL and RTA. The results shall also be made available at the Registered office and at Corporate office of the Company.
- 9) All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. May 07, 2024. Members may send their requests to investors@yatra.com or rnt.helpdesk@linkintime.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 10) Members holding shares in electronic mode, who have not registered/updated their email addresses are requested to register/update their email addresses with their respective DP.
- 11) The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
- 12) The entire shareholding of the Company is in dematerialised mode. However, in case Members have not registered/updated their email address & mobile number for receiving all communications through electronic mode and/or not registered/updated their bank account mandate and KYC, kindly register/update the details in your demat account, as per the process advised by your respective DP.

Instructions for e-voting:

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

Step 1: Access to NSDL e-Voting system:

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

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IdAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IdAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “ Login ” which is available under ‘ Shareholder/Member ’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

securities in demat mode with NSDL	
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies)

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager NSDL, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India, Contact details: evoting@nsdl.com Contact number: 022 4886 7000 and 022 2499 7000.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@yatra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@yatra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

The Board of Directors at its meeting held on March 19, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Anup Wadhawan (DIN: 03565167), as an Additional Director (in the category of Independent Director) of the Company, with effect from April 01, 2024 for a term of three consecutive years i.e. upto March 31, 2027, under Sections 149, 150 and 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Listing Regulations and Articles of Association of the Company subject to the approval of the members through special resolution. Further, the proposed resolution should be treated as recommendation for appointment of Dr. Wadhawan as a Director as well as an Independent Director of the Company.

Dr. Wadhawan is also proposed to be paid the remuneration within the limit as already approved by the members of the Company.

Pursuant to Regulation 17(1C) of Listing Regulation, Dr. Wadhawan shall hold the office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Dr. Wadhawan is eligible to be appointed as an Independent Director for a term of three consecutive years. The Company has received all statutory disclosures / declarations, including:

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

For appointment of Dr. Wadhawan on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Dr. Wadhawan were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Brief Profile of Dr. Wadhawan is as follows:

Dr. Wadhawan, belongs to the 1985 batch of the Indian Administrative Services borne on the Uttarakhand cadre. During his career he inter alia held various key positions and offices with the Government of India ("GoI") and the State Government of Uttarakhand and the State Government of Uttar Pradesh, which included the following:

Commerce Secretary, GOI	Jt./Addl. Secretary/DGFT in Commerce
Jt./Addl. Secretary Banking/Insurance/Pensions, GOI	<i>Jt. Secretary Capital Markets, Department of Economics Affairs</i>
Director, PMO	<i>Principal Secretary/Secretary, Govt. of Uttarakhand, Urban Development, Rural Development, Forests and Environment, Home, Revenue etc.</i>
Secretary, UP Electricity Regulatory Commission	<i>Jt. Secretary to Govt of Uttar Pradesh, Education, Planning</i>
District Magistrate, Etawah, Uttar Pradesh	

Dr. Wadhawan had also chaired the Governing Body of the National Export Insurance Account in the Export Credit Guarantee Corporation, and the Sports Goods Export Promotion Council. He headed the Pension Fund Regulatory and Development Authority as an additional charge for an extended period and was on the IRDAI board.

Additionally, he has served as a Director on the boards of the Bank of India, Agriculture Insurance Company of India, The Gem and Jewellery Export Promotion Council and the Government E-market Place.

He has vast experience in International Trade, Finance, Development Administration, Public Administration, Arbitration & Conciliation and policy making at the national level in commerce and Finance and at the provincial level in urban development, forest & environment, rural development, law & order, land revenue administration, education & annual expenditure planning.

He is currently serving as an Independent Director on the Boards of various Companies including Bajaj Allianz Life Insurance Company Limited, Bajaj Allianz General Insurance Company Limited, Cred Avenue Securities Private Limited, etc. He is also acting as an Advisory Board Member of Association of Small & Medium Knowledge Industries (ASMKI) and GoodGovern, a corporate governance entity.

Dr. Wadhawan holds Ph.D. in Economics from Duke University (USA), MA in Economics from the Delhi School of Economics and BA (Hons) in Economics from Hindu College, Delhi University.

In the opinion of the Board, Dr. Wadhawan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Dr. Wadhawan background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director. The resolution seeks the approval of members for the appointment of Dr. Wadhawan as an Independent Director of the Company from April 01, 2024 to March 31, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Listing Regulations and he shall not be liable to retire by rotation.

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the members is sought for the appointment of Dr. Wadhawan as an Independent Director of the Company, as a special resolution as set out in this Notice.

No director, key managerial personnel (KMP) or their relatives except Dr. Wadhawan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed special resolution as set out in this Notice.

The Board recommends the special resolution as set out in this notice for the approval of members.

Registered office:

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

By order of the Board of Directors
for Yatra Online Limited

Sd/-
Darpan Batra
Company Secretary & Compliance Officer

New Delhi
March 19, 2024

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

Name of the Director	Dr. Anup Wadhawan
DIN	DIN: 03565167
Date of Birth	30/06/1961
Age	62 years
Date of first appointment on the Board	It is proposed to appoint Dr. Wadhawan as Director for his first term on the Board and hence, this is not applicable.
Qualifications	Dr. Wadhawan holds Ph.D. in Economics from Duke University (USA), MA in Economics from Delhi School of Economics and BA (Hons) in Economics from Hindu College, Delhi University.
Expertise in specific functional areas/Brief resume	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for a period of 3 consecutive years effective from April 01, 2024 to March 31, 2027 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	It is proposed to appoint Dr. Wadhawan as Director for his first term on the Board and hence, this is not applicable.
Details of remuneration sought to be paid	Members at the 4 th /2021-2022 Extra-Ordinary General Meeting held on March 21, 2022 approved the payment of INR 31,50,000/- per annum to each of the Non-Executive Independent Director(s) of the Company, for each financial year, for a period of their appointment/ re-appointment, apart from the sitting fee of Rs. 50,000/- for attending each of the meetings of the Board and Committees thereof.
Directorships in other Boards as on the Date of Notice (excluding foreign companies)	1. IVC Association 2. Jal Seva Charitable Foundation 3. Credavenue Securities Private Limited 4. Bajaj Allianz General Insurance Company Limited 5. Bajaj Allianz Life Insurance Company Limited 6. Credavenue Private Limited
Membership/ Chairpersonship of Committees in other Boards as on date of Notice (excluding foreign companies)	Bajaj Allianz Life Insurance Company Limited: ➤ Member in Audit Committee Bajaj Allianz General Insurance Company Limited:

	<p>➤ Member in Audit Committee</p> <p>Credavenue Private Limited:</p> <p>➤ Chairperson in Audit and Risk Committee</p> <p>Credavenue Securities Private Limited:</p> <p>➤ Member in Corporate Social Responsibility Committee</p>
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended	It is proposed to appoint Dr. Wadhawan as Director for his first term on the Board and hence, this is not applicable.
Inter-se relationship with other Directors/Manager and other Key Managerial Personnel of the Company	None
No. of shares held:	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil