



July 04, 2025

<b>Listing Manager,</b> <b>National Stock Exchange of India Limited</b> <b>Exchange Plaza, C-1 Block G</b> <b>Bandra Kurla Complex, Bandra (E)</b> <b>Mumbai – 400051, India</b> <b>Symbol: YATRA</b> <b>ISIN No.: INE0JR601024</b>	<b>Manager - CRD</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street,</b> <b>Mumbai – 400001, India</b> <b>Scrip Code: 543992</b> <b>ISIN No.: INE0JR601024</b>
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**Sub: Results of Postal Ballot through Remote E-voting process – Disclosure under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir/Madam,

This is further to our letter dated June 03, 2025 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 shifting of the Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi, and consequential alteration of the Registered Office clause of the Memorandum of Association of the Company, subject to approval of the Central Government.

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

[www.yatra.com](http://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](mailto: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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## VOTING RESULTS

Company Name			YATRA ONLINE LIMITED					
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)			03-07-2025					
Total number of shareholders on record date			38829 as on May 30, 2025					
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 - Shifting of Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10,11,49,858	10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
Public- Institutions	E-Voting	3,45,05,193	3,38,98,411	98.2415	3,38,98,411	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,98,411	98.2415	3,38,98,411	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,12,61,142	65,827	0.3096	58,051	7,776	88.1872	11.8128
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		65,827	0.3096	58,051	7,776	88.1872	11.8128
Total		15,69,16,193	13,51,14,096	86.1059	13,51,06,320	7,776	99.9942	0.0058

**SCRUTINIZER'S REPORT**

To

**Yatra Online Limited**

**(CIN: L63040MH2005PLC158404)**

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

**Sub: Scrutinizer's Report on Postal Ballot by way of remote e-voting ("e-voting") conducted in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolution contained in the Notice dated June 02, 2025**

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Practicing Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Yatra Online Limited ("**Company**") for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolution contained in the Postal ballot Notice dated June 02, 2025 ("**Notice**") in a fair and transparent manner.

**I submit my report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, as extended from time to time and last extended vide General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**") (ii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with applicable circulars and (iii) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, July 03, 2025, at 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, May 30, 2025, were entitled to vote on the proposed resolution to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.





4. The e-voting period remained open from Wednesday, June 04, 2025, at 9:00 A.M. (IST) and concluded at 5:00 P.M. (IST) on Thursday, July 03, 2025 on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. On Tuesday, June 03, 2025 the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the cut-off date i.e. Friday, May 30, 2025, received from Depositories i.e. National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Registrars and Share Transfer Agent of the Company (“RTA”) and whose e-mail ids were registered with the Company, Depositories or RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company, Depositories or RTA.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company ([www.yatra.com](http://www.yatra.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and also published by way of newspaper advertisements dated June 04, 2025 in “Financial Express” (English) and “Navshakti” (Marathi), to the members to register their e-mail ids with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot, accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in “Financial Express” (English) and “Navshakti” (Marathi) on Wednesday, June 04, 2025 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail IDs with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer’s secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked on Thursday, July 03, 2025 at 05:05 P.M. (IST) in the presence of two witnesses, Mr. Ankit Kapoor and Mr. Mallikant Singh who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

-Report to follow-



**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE NATIONAL CAPITAL TERRITORY (NCT) OF DELHI (SPECIAL RESOLUTION)**

**“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and are hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it/they may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

	Particulars	E-VOTING	
		Number of member(s)	Votes held by them
	Total Number of Members Participated & Votes held by them	271	135114096
Less:	Invalid/Rejected Votes	0	0
Less:	Abstained from voting	0	0
Less:	Votes not exercised	0	0
	No. of Valid Votes Cast	271	135114096





Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	246	135106320	99.9942
Against	25	7776	0.0058
<b>Total</b>	<b>271</b>	<b>135114096</b>	<b>100</b>

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

Thanking You,  
Yours faithfully,

**For Chandrasekaran Associates**  
**Practicing Company Secretaries**  
**FRN: P1988DE002500**  
**Peer Review Certificate No.: 6689/2025**



Shashikant Tiwari  
Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919G000712410



Date: 04.07.2025

Place: Delhi

Countersigned by:  
For and on behalf of  
**Yatra Online Limited**

DARPAN  
BATRA  
Digitally signed  
by DARPAN  
BATRA  
Date: 2025.07.04  
16:01:30 +05'30'

Chairman or person authorized by him



## PROCEEDINGS OF THE POSTAL BALLOT OF YATRA ONLINE LIMITED (“THE COMPANY”) HELD THROUGH REMOTE E-VOTING CONCLUDED ON JULY 03, 2025

The Board of Directors of the Company (“**Board**”) at its meeting held on May 29, 2025, approved the proposal to conduct a postal ballot (“**Postal Ballot**”) by remote e-voting process (“**Remote E-voting**”) pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, as extended from time to time and last extended vide General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”) to seek approval of the Members through special resolution relating to shifting of the Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi.

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

- i. Mr. Shashikant Tiwari, Partner (Membership No. F11919) (CP No. 13050) and failing him Mr. Lakhan Gupta, Partner (Membership No. F12682) (CP No. 26704), Chandrasekaran Associates, Company Secretaries (FRN P1988DE002500) were appointed as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner;
- ii. The Company availed the services of National Securities Depository Limited (“NSDL”) for providing Remote E-voting facility to its Members;
- iii. The Company sent the Notice of Postal Ballot dated June 02, 2025, together with an Explanatory Statement pursuant to Section 102 of the Act on Tuesday, June 03, 2025, only through electronic mode to the Members, whose names appeared on the register of members / list of beneficial owners, as received from the NSDL and Central Depository Services (India) Limited (“CDSL”) and who have registered their e-mail IDs with Company/Depository Participant(s) (“DP”)/Registrar and Share transfer agent (“RTA”) i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as on Friday, May 30, 2025 (“**Cut-off Date**”), vide e-mail through NSDL.
- iv. An advertisement, as required under the Act and the relevant MCA Circulars, was published on Wednesday, June 04, 2025 in the newspapers viz. Financial Express (English) and Navshakti (Marathi);
- v. The Remote E-voting period commenced at 9:00 a.m. (IST) on Wednesday, June 04, 2025 and ended at 5:00 p.m. (IST) on Thursday, July 03, 2025.

The Scrutinizer submitted his report on the postal ballot process to the Company on July 04, 2025. Summary of the Scrutinizer’s Report is as under:

- i. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- ii. The votes cast through electronic means were unblocked on July 03, 2025 at 5:05 p.m. (IST).

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- 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 the Cut Off date i.e. Friday, May 30, 2025.
- iv. Votes cast through electronic means till 5:00 p.m. (IST) of July 03, 2025 being the closing time and date fixed by the Company for voting through electronic means were considered for scrutiny.

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

#### **SPECIAL BUSINESS:**

#### **Shifting of Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi**

**"RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**"II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and are hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it/they may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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

<b>No. of votes polled (A)</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes - in favour (B)</b>	<b>% of votes in favour on votes polled (% of B/A)</b>	<b>No. of votes – Against (C)</b>	<b>% of votes against on votes polled (% of C/A)</b>
13,51,14,096	86.1059	13,51,06,320	99.9942	7,776	0.0058

As per the authorization given by the Chairman of the Company, Mr. Muralidhara Kadaba, following officials of the Company viz. Mr. Dhruv Shringi, Whole Time Director cum Chief Executive Officer, Mr. Anuj Kumar Sethi, 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 July 04, 2025 by the Company Secretary & Compliance Officer and the aforesaid resolution is deemed to have been passed as the special resolution by the members of the Company on July 03, 2025 with the requisite majority.

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