



March 23, 2026

<b>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</b>	<b>Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001, India Scrip Code: 543992 ISIN No.: INE0JR601024</b>
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**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir/Madam,

Please find enclosed herewith the copy of the postal ballot notice (“Notice”), approved by the Board of Directors via their resolution passed by circulation on March 16, 2026, seeking approval of the members of the Company by way of special resolution through postal ballot (only through e-voting) for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company.

In compliance with the applicable laws, the Notice is being sent only through electronic mode to all 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 who have registered their e-mail IDs with Company/Depository Participant(s) (“DP”)/Registrar and Share transfer agent (“RTA”) i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as on Wednesday, **March 18, 2026** (“**Cut-off Date**”).

The Company has availed NSDL’s e-voting services to enable the Members of the Company to cast their votes electronically. The details of e-voting period are as under:

<b>Commencement of e-voting period</b>	<b>9:00 a.m. IST on Wednesday, March 25, 2026</b>
<b>Conclusion of e-voting period</b>	<b>5:00 p.m. IST on Thursday, April 23, 2026</b>

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. (IST) on **Thursday, April 23, 2026**, and will be disallowed thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

**Yatra Online Limited**

[www.yatra.com](http://www.yatra.com)

Registered Office:

Unit No. 1, Vasant Arcade, 3rd Floor, Sector-B Pocket-7,  
Vasant Kunj, New Delhi – 110070  
T: 011-40109258  
E: [legal@yatra.com](mailto:legal@yatra.com)

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)



The information contained above will also be made available on the Company's website at [www.yatra.com](http://www.yatra.com).

This is for your information and records.

Thanking You,

Yours sincerely,

**For Yatra Online Limited**

**Jyoti Chawla**  
**Company Secretary Cum Compliance Officer**

**Encl.:** As above

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## Yatra Online Limited

**Registered Office:** Unit No. 1, Vasant Arcade, 3<sup>rd</sup> Floor, Sector-B Pocket-7,  
Vasant Kunj, New Delhi – 110 070

**Corporate Office:** Gulf Adiba, 4<sup>th</sup> Floor, Plot No. 272, Phase II, Udyog Vihar,  
Sector 20, Gurugram-122008, Haryana

**CIN:** L63040DL2005PLC463461, **WEBSITE:** [www.yatra.com](http://www.yatra.com), **EMAIL ID:** [Investors@yatra.com](mailto:Investors@yatra.com)

**TEL:** +91 124 4591700; +91 11 4010 9258

### 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. 03/2025 dated September 22, 2025, and / or any other circulars issued from time to time by the Ministry of Corporate Affairs, Government of India (collectively “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.	<b>Approval for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company</b>

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. Shashikant Tiwari, Partner (Membership No. F11919) (CP No. 13050) and failing him Mr. Lakhan Gupta, Partner (Membership No. F12682) (CP No. 26704), Chandrasekaran Associates, Company Secretaries (FRN P1988DE002500) (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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 is providing 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”) as the e-voting agency 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 Wednesday, March 25, 2026
Conclusion of e-voting period	5:00 p.m. IST on Thursday, April 23, 2026
Cut-off date for eligibility to vote	Wednesday, March 18, 2026

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. IST on Thursday, April 23, 2026, 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 oneworking day from the conclusion of the e-voting period i.e. on or before 5:00 p.m. IST on Friday, April 24, 2026. 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. April 23, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

#### **Item No. 1 – Approval for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company**

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

“**RESOLVED THAT** in furtherance to the earlier special resolution passed by the members of the Company at their Extra Ordinary General Meeting held on March 22, 2023 in this respect and in terms of provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, the Articles of Association of the Company and pursuant to the recommendation/ approval of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) accorded at their respective meetings held on 24<sup>th</sup> November, 2025, approval of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Dhruv Shringi, Whole Time Director (DIN: 00334986), for a period starting from April 01, 2026 upto December 07, 2026, as detailed below:-

#### **Remuneration:**

- i) Gross Remuneration: INR 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand) per month, subject to applicable taxes and statutory deductions,
- ii) Other Benefits– In addition to the aforesaid Gross Remuneration, Mr. Dhruv Shringi shall be entitled to:
  - a) Gratuity, Mediclaim & Term Life Insurance etc. in accordance with the rules of the Company;

- b) Employee Stock Option Scheme (ESOP)/ Restricted Stock Units (RSUs), performance stock units (PSUs) shall be valued as per the provisions of the Income-tax Act / Rules wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost;
- c) Contributions to Provident Fund as per the rules of the Company;
- d) Company provided car;
- e) Encashment of un-availed leaves as per the rules of the Company.

Mr. Dhruv Shringi shall not be entitled for payment of any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including designation, remuneration/ remuneration structure of Mr. Dhruv Shringi during his tenure as Whole-time Director of the Company within the limits as approved by the Members.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for the remuneration as set out herein in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as amended.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Chapter XIII (Appointment and Remuneration of Managerial Personnel) and/or Schedule V to the Companies Act, 2013, remuneration of Mr. Dhruv Shringi can be altered or varied within prescribed limit or ceiling approved herein, subject to such approvals as may be required under law.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

**Registered office:**

Unit No. 1, Vasant Arcade, 3<sup>rd</sup> Floor,  
Sector-B Pocket-7,  
Vasant Kunj, New Delhi – 110 070  
CIN: L63040DL2005PLC463461  
Website: [www.yatra.com](http://www.yatra.com)  
E-mail: [Investors@yatra.com](mailto:Investors@yatra.com)  
Tel: +91 124 4591700  
+91 11 4010 9258

By order of the Board of Directors  
For Yatra Online Limited

Sd/-  
Jyoti Chawla  
Company Secretary & Compliance Officer  
M. No.: A20392

Gurugram  
March 16, 2026

## 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. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as on Wednesday, March 18, 2026 (“**the Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information 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](http://www.yatra.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 Wednesday, March 18, 2026, 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., Thursday, April 23, 2026. 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) Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned,

certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at [info@cacsindia.com](mailto:info@cacsindia.com).

- 8) 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 one working day from the conclusion of e-voting i.e. on or before 5:00 PM IST on Friday, April 24, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
- 9) The results declared along with the Scrutinizer's Report shall be placed/displayed on the Company website [www.yatra.com](http://www.yatra.com), and on the website of NSDL at [www.evoting.nsdl.com](http://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.
- 10) All material documents referred to in the explanatory statement and all other statutory record as required 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. April 23, 2026. Members may send their requests to [investors@yatra.com](mailto:investors@yatra.com) or [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 11) 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.
- 12) 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.

Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.

- 13) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Management Rules, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, members are provided with the facility to cast their vote electronically, through the remote evoting services provided by NSDL, on the resolution set forth in this Postal Ballot Notice. The detailed procedure with respect to remote e-voting is mentioned in this notice.
- 14) 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 master circular dated January 30, 2026 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.	For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name <b>or e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “ <b>Login</b> ” 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

	<p>to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>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.</p>

**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 securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800-21-09911

**(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:
<b>a) For Members who hold shares in demat account with NSDL.</b>	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>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [info@cacsindia.com](mailto:info@cacsindia.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call at 022-4886 7000 or send a request to contact Ms. Pallavi Mhatre, Assistant Vice President NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 India, Contact details: [evoting@nsdl.com](mailto:evoting@nsdl.com) Contact number: 022 4886 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](mailto: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](mailto:investors@yatra.com). If you are an Individual shareholder 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated January 30, 2026, 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.

**Registered office:**  
Unit No. 1, Vasant Arcade, 3<sup>rd</sup> Floor,  
Sector-B Pocket-7,  
Vasant Kunj, New Delhi – 110 070  
CIN: L63040DL2005PLC463461  
Website: [www.yatra.com](http://www.yatra.com)  
E-mail: [investors@yatra.com](mailto:investors@yatra.com)  
Tel: +91 124 4591700  
+91 11 4010 9258

By order of the Board of Directors  
For Yatra Online Limited

Sd/-  
Jyoti Chawla  
Company Secretary & Compliance Officer  
M. No.: A20392

Gurugram  
March 16, 2026

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

**Item No. 1 – Approval for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company**

Mr. Dhruv Shringi was appointed as Whole-Time Director of the Company for a period of 5 years with effect from December 08, 2021 till December 07, 2026, not liable to retire by rotation.

The Shareholders at its Extra-Ordinary General meeting held on March 22, 2023, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, has approved the remuneration of Mr. Dhruv Shringi, as Whole Time Director (DIN: 00334986) of the Company, for a period of three years starting from April 1, 2023 till March 31, 2026.

Pursuant to Mr. Dhruv Shringi's resignation as the Chief Executive Officer of the Company w.e.f. close of business hours of November 24, 2025, the Board at its meeting held on November 24, 2025 has approved, based on recommendation of the Nomination and Remuneration Committee, the revised remuneration, of Mr. Dhruv Shringi as a Whole Time Director (DIN: 00334986) effective from November 24, 2025 till December 07, 2026, subject to the Shareholders' Approval.

As the existing approval of shareholder's for payment of remuneration to Mr. Dhruv Shringi as Whole Time Director is valid till March 31, 2026, accordingly, the Shareholders' approval is required for the payment of remuneration to Mr. Dhruv Shringi w.e.f. April 1, 2026 till the appointed period i.e. December 07, 2026.

It is being clarified that the payment of remuneration for month of April, 2026 will only be paid after the approval of the proposed resolution by the requisite majority of shareholders.

The aggregate remuneration inclusive of gross remuneration and other benefits payable to Mr. Dhruv Shringi as Whole-Time Director shall not exceed the overall ceilings laid down in Section 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any. However, in the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Dhruv Shringi as Whole-Time Director of the Company, then subject to necessary approvals, the payment of above remuneration shall be made as minimum remuneration notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies

Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.

The details of remuneration payable to Mr. Dhruv Shringi, Whole Time Director (DIN: 00334986) for a period starting from April 01, 2026 till December 7, 2026 is as set out in the resolution.

The details as required under Regulation 36 of listing regulation and SS-2 are also forming part of this notice.

The above may be treated as an abstract of the terms of appointment of Mr. Dhruv Shringi under Section 190 of the Act. The draft contract for appointment of Mr. Dhruv Shringi is available for inspection electronically.

No director, Key Managerial Personnel (KMP) or their relatives except Mr. Dhruv Shringi, 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. 1, Vasant Arcade, 3<sup>rd</sup> Floor,  
Sector-B Pocket-7,  
Vasant Kunj, New Delhi – 110 070  
CIN: L63040DL2005PLC463461  
Website: [www.yatra.com](http://www.yatra.com)  
E-mail: [Investors@yatra.com](mailto:Investors@yatra.com)  
Tel: +91 124 4591700  
+91 11 4010 9258

By order of the Board of Directors  
For Yatra Online Limited

Sd/-  
Jyoti Chawla  
Company Secretary & Compliance Officer  
M. No.: A20392

Gurugram  
March 16, 2026

**Details of Mr. Dhruv Shringi is provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India**

Name of Director	Dhruv Shringi
Designation	Whole Time Director
DIN	00334986
Date of first Appointment on the Board as Director	January 05, 2006
Date of Birth (Age)	53 Years
Expertise in specific functional area, Skills and capabilities required for the role and the manner in which the Directors meet the requirements	He has vast industry experience. He was previously associated with Fords Motor Company, Arthur Anderson & Co. and E bookers.com PLC. He has devoted his whole time with the company since 2007 as a whole Time Director and has been working for the growth of the Company since its inception. He is also a Co-founder of the Company.
Qualification	He is a chartered accountant and has completed his course from the Institute of Chartered Accountants of India. Further, he also holds a master’s degree in business administration from INSEAD.
Remuneration last drawn	The last drawn remuneration for the month of February 2026 was INR 12,75,911/- as a total gross remuneration inclusive of all benefits.
Number of meetings of the Board attended during the financial year 2025-26	He attended 9 out 9 Board Meeting.
Directorship held in other Companies	Yatra Online, Inc.; Yatra USA Corps; PB Fintech Limited; Paisabazaar Marketing and Consulting Private Limited
Committee position held in other Companies as on March 31, 2025	PB Fintech Limited- Member of Risk Management Committee
No. of equity shares held in the Company as on March 31, 2025	Nil
Terms and conditions of Appointment	Effective from December 8, 2021 till December 7, 2026
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
Relationship with other Directors/Manager and other Key Managerial Personnel of the Company	None