



NOTICE

NOTICE is hereby given that the **1st/2023-24 Extra-Ordinary General Meeting** (“EGM”) of the members of **YATRA ONLINE LIMITED** (Formerly known as Yatra Online Private Limited) will be held at shorter Notice, on Wednesday, August 09, 2023 at 6:30 P.M. at Gulf Adiba, 4th Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram – 122 008, to transact the following special business: -

TO APPROVE THE ISSUANCE AND OFFER OF 400 (FOUR HUNDRED) UNLISTED, SECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT

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

“RESOLVED THAT

- (i) Pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“Act”);
- (ii) subject to such other applicable laws, rules, regulations and guidelines; and
- (iii) pursuant to the Memorandum and Articles of Association of the Company;

consent of members of the Company be and is hereby accorded for the issuance and offer of 400 (Four Hundred) unlisted, secured, redeemable, non-convertible debentures by way of a private placement having face value of INR 5,00,000/- (Rupees Five Lakh only) each in the Company aggregating to INR 20,00,00,000/- (Rupees Twenty Crores only) (“**Debentures**”) to (i) Blacksoil Capital Private Limited and (ii) Blacksoil India Credit Fund (acting through its investment manager Blacksoil Asset Management Private Limited) (“**Investors**”), as and in the manner set out below (“**Issue**”), by way of a private placement through the issuance of serially numbered private placement offer cum application letter recorded as Form PAS – 4 (“**Offer Letter**”) on such terms and conditions in accordance with the provisions of the Act and as may be approved by the Board:

Yatra Online Limited
(Formerly known as
Yatra Online Private Limited)

www.yatra.com

Registered Office:

Unit No. B-2/101, 1st Floor, Marathon Innova Building,
Marathon Nextgen Complex, B-Wing, G. Kadam Marg, Opp.
Peninsula Corporate Park, Lower Parel (West),
Mumbai-400013, Maharashtra.
T: +91 22 44357700

Corporate Office:

Gulf Adiba 4th Floor Plot No. 272, Udyog Vihar,
Phase - II, Sector 20, Gurugram, Haryana -122008
T: +91 0124 4591700
E: legal@yatra.com



Sl. No.	Investors	Number of unlisted, secured, redeemable non-convertible debentures	Subscription Consideration (Amount in INR)
1.	Blacksoil Capital Private Limited	300	15,00,00,000/-
2.	Blacksoil India Credit Fund (acting through its investment manager Blacksoil Asset Management Private Limited)	100	5,00,00,000/-
Total		400	20,00,00,000/-

RESOLVED FURTHER THAT, the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, tabled before the meeting, be and is hereby approved and the Offer Letter shall be circulated only after filing the necessary Board/shareholders' resolution approving the Issue, by way of private placement, with the Registrar of Companies ("**RoC**").

RESOLVED FURTHER THAT the Company do hereby approve to secure the redemption amount of the Debentures by: (i) creating a charge on hypothecated properties (as defined in the debenture trust and hypothecation deed ("**Deed**") to be executed between the Company and the Debenture Trustee) of the Company (ii) non-disposal undertaking from the Company on the shares held by it in certain subsidiaries and such other security as mutually agreed between the Company, the Investors and the Debenture Trustee for further securing the Debenture Subscription Amount.

RESOLVED FURTHER THAT the terms and conditions for issuance of Debentures as per Deed, as placed before the meeting, be and are hereby approved, with such modification as mutually agreed between the Company, the Investors and the Debenture Trustee.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-form PAS-3 with the RoC.

RESOLVED FURTHER THAT the Company do record the name of the Investors and maintain such record of private placement offer of unlisted, secured, redeemable, non-convertible debentures in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.



RESOLVED FURTHER THAT monies received by the Company from the Investors as application monies to allot 400 Debentures having face value of INR 5,00,000/- (Rupees Five Lakh only) each aggregating to INR 20,00,00,000/- (Rupees Twenty Crores Only), pursuant to the Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with section 42 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all activities incidental and allied to give effect to this resolution in its letter and spirit.”

**By Order of the Board of Directors
For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)**

Sd/-

**Darpan Batra
Company Secretary & Compliance Officer
M. No.: 15719**

**Add: 50A, Block R, Dilshad Garden
New Delhi – 110 095**

**Place: Gurugram
Date: August 08, 2023**

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**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE MEETING.**

A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
3. The Landmark for reaching venue of Extra-Ordinary General Meeting is Trident Hotel, Gurugram.
4. Route Map for easy location of Venue of Extra-Ordinary General Meeting is enclosed.
5. No gifts, gift coupons, or cash in lieu of gifts is distributed in the Meeting.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
7. Members are requested to:-
 - Bring their attendance slip duly completed and signed at the meeting;

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- Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of the entry slip available at the counter of the venue to be exchanged with the attendance slip.
- 8. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Corporate Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. and 1:00 P.M up to the date of this Extra Ordinary General Meeting.
- 9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
- 11. Since this Extra Ordinary General Meeting (EGM) is being called at shorter notice, each of the shareholders is requested to provide the consent for the shorter notice, format whereof is enclosed herewith.

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ANNEXURE TO THE NOTICE
(Explanatory Statement pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to the Special Businesses mentioned above:

ITEM NO. 1: TO APPROVE THE ISSUANCE AND OFFER OF 400 (FOUR HUNDRED) UNLISTED, SECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT

The Company intends to raise funds by issuing unlisted, secured, redeemable non-convertible debentures having a face value of INR 5,00,000/- (Rupees Five Lakh only) each of the Company aggregating to the INR 20,00,00,000/- (Rupees Twenty Crores Only), to below mentioned investors:

Sl. No.	Investors	Number of unlisted, secured, redeemable non-convertible debentures	Subscription Consideration (Amount in INR)
1.	Blacksoil Capital Private Limited	300	15,00,00,000/-
2.	Blacksoil India Credit Fund (acting through its investment manager Blacksoil Asset Management Private Limited)	100	5,00,00,000/-
Total		400	20,00,00,000/-

The Company was incorporated on December 28, 2005 under the provisions of the Companies Act, 2013. The Company proposes to issue 400 (Four Hundred) unlisted, secured, redeemable non-convertible Debentures to the Investors by way of a private placement.

Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosure is made:

1.	Particulars of the offer including date of passing of Board resolution.	INR 20,00,00,000/- (Rupees Twenty Crores only) is being raised by way of issue of 400 (Four Hundred) unlisted, secured, redeemable non-convertible debentures having face value of INR 5,00,000/- (Rupees Five Lakh only) each by way of a private placement.
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		Date of the Board resolution: August 08, 2023
2.	Kind of securities offered and the price at which security is being allotted.	Unlisted, Secured, Redeemable Non-convertible Debentures having a face value of INR 5,00,000/- (Indian Rupees Five Lakh only) each of the Company aggregating to the INR 20,00,00,000/- (Rupees Twenty Crores only)
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	NA
4.	Name and address of valuer who performed valuation.	NA
5.	Amount which the Company intends to raise by way of such securities.	INR 20,00,00,000/- (Rupees Twenty Crore only) is being raised by way of issue of unlisted, secured, redeemable non-convertible debentures.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The unlisted, secured, redeemable non-convertible debentures shall be issued pursuant to the material terms prescribed in the Debenture Trust and Hypothecation Deed</p> <p>The issuance shall be completed within 30 days from the issue of the private placement offer letter cum application form to the Investor.</p> <p>The purpose of issuance is mentioned in point no. 1 hereinabove.</p> <p>None of the Directors is subscribing to the offer.</p> <p>Charge is being created on the assets of the Company pursuant to the Debenture Trust and Hypothecation Deed.</p> <p>Please refer Annexure A for the terms of debentures.</p>

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ANNEXURE A
TERMS OF THE DEBENTURES

Debentures	Upto 400 (Four Hundred) unlisted, secured, redeemable, and non-convertible debentures of a nominal value of INR 5,00,000/- (Indian Rupees Five Lakhs only) each, issued and allotted by the Company in dematerialized form on a private placement basis to the Debenture Holders aggregating to Debenture Subscription Amount (" Debentures ").
Debenture Subscription Amount	" Debenture Subscription Amount " means up to INR 20,00,00,000/- (Indian Rupees Twenty Crores only).
Investment Period	A period of 30 (Thirty) months from the Allotment Date but being no later than February 28, 2026
Principal Moratorium	270 (Two Hundred and Seventy) days from the Allotment Date, subject to first principal payment to be made on or prior to April 30, 2024 as stated in the Deed.
Redemption of the Debentures	Debentures shall be redeemed in equal principal instalments by face value reduction as per the redemption schedule.
Coupon Rate	The Coupon Rate with respect to the Debentures shall be 14.25% (fourteen point two five percent) per annum of the outstanding Debenture Subscription Amount payable monthly.
Default Coupon	<p>The Default Coupon shall be as follows:</p> <ul style="list-style-type: none"> (a) For Financial Default, 4% p.m. (four percent per month) on the Outstanding Due Amounts, applicable from the date of Default. (b) For Material Default, 3% p.a. (three percent per annum) on the Outstanding Amounts, applicable from the date of expiry of the relevant Cure Period. <p>It is clarified that the payment of Default Coupon shall be over and above the Coupon Rate. In case of multiple Defaults, the higher of the above shall apply.</p> <p>It is further clarified that the payment of Default Coupon shall be applicable from the date of Default where the Default has not been cured within prescribed Cure Period.</p>
Call Option	<p>Post 12 (twelve) months from the Allotment Date, the Company shall have the right (but not the obligation) to redeem any or all of the Debentures by paying all Outstanding Amounts in relation to the Debentures being redeemed, along with the Call Option Coupon (in relation to such Debentures being redeemed).</p> <p>The period post the aforementioned 12 (Twelve) months period till the Final Redemption Date referred to as the "Call Option Period".</p>
Call Option Coupon	2% (two percent) of the amount being redeemed/prepaid.
Upfront Coupon	The upfront coupon with respect to the Debentures will be 1% (One percent) of the Debenture Subscription Amount payable one time.
Delayed Coupon Rate	0.5% (zero point five percent) p.m. of the Debenture Subscription Amount, if the Effective Date does not occur within 45 (forty-five) days of the execution of the Term Sheet. If applicable, the Delayed Coupon will be charged for the number of days which may be determined by the Debenture Holder in its sole discretion.
Security Deposit	INR 10,00,000/- (Indian Rupees Ten Lakhs), paid to Investment Manager on or around the date of execution of the Term Sheet.
Security Cover	<p>The Company shall maintain a minimum Security Cover of 1.3x of the Outstanding Amounts.</p> <p>"Security Cover" shall be calculated on a consolidated basis (at the Company level only) as the sum of (all tangible fixed assets and intangible assets and current and non-current assets and receivables (not greater than 180 days)) divided by the Outstanding Amounts.</p>

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The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities by way of private placement.

The relevant transaction documents would be available for inspection at the corporate Office of the Company from the date of issue of this notice, till the date of this general meeting.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board at its meeting held on August 08, 2023, had approved the aforesaid issuance and offer (including its terms) by way of private placement and recommends the adoption of the resolution as set out in item no. 1 of the Notice as a special resolution.

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**FORM No. MGT-11
PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U63040MH2005PLC158404

Name of the Company: YATRA ONLINE LIMITED

Registered Address: B2/101,1st Floor, Marathon Innova, Marathon Nextgen Complex, B Wing,
G. Kadam Marg, Opp. Peninsula Corp Park, Lower Parel, Maharashtra – 400013

Name of the Members:

Registered Address:

E-mail id:

Folio No. / Client Id:

DP ID:

I/We, being the member holding shares of Yatra Online Limited, hereby appoint

1. Name:

Address:

E-mail id:

Signature: or failing him

2. Name:

Address:

E-mail id:

Signature:, or failing him

3. Name:

Address:

E-mail id:

Signature:

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **1st/2023 - 2024 Extra – Ordinary General Meeting** of the Company to be held on Wednesday, August 09, 2023 at 6:30 P.M. at Gulf Adiba, 4th Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram – 122 -008, Haryana, India at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No.	Resolution	Optional*	
		For	Against
1.	Approval for the issuance and offer of 400 (four hundred) unlisted, secured, redeemable non-convertible debentures by way of private placement		

Signed this..... day of2023.

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Extra Ordinary General Meeting.
4. The Company reserves its right to ask for identification of the proxy.
5. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.

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6. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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ATTENDANCE SLIP

CIN: U63040MH2005PLC158404

Name of the Company: YATRA ONLINE LIMITED

Registered Address: B2/101, 1st Floor, Marathon Innova,
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G. Kadam Marg, Opp. Peninsula Corp Park,
Lower Parel, Maharashtra – 400013

Regd. Folio No. / DP ID - Client ID

Name & Address of First/Sole Shareholder

No. of Shares held

I hereby record my presence at the **1st/2023 - 2024 Extra – Ordinary General Meeting** of the Company to be held on Wednesday, August 09, 2023 at 6:30 P.M. at Gulf Adiba, 4th Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram – 122 008, Haryana, India.

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

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**Consent by Shareholder for shorter notice
Pursuant to Section 101(1) of the Companies Act, 2013**

The Board of Directors

Yatra Online Limited

B2/101, 1st Flr Marathon Innova,
Marathon Nextgen Complex B-Wing,
G. Kadam Marg, Opp. Peninsula Corp Park,
Lower Parel (W) Mumbai - 400013

I/we, _____, son of _____, residing at _____, being authorised representative of _____, which is holding _____ equity shares of the face value of Re. 1/- each of Yatra Online Limited, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, to hold the Extra – Ordinary General Meeting of the shareholders of the Company on Wednesday, August 09, 2023 at 6:30 P.M. at Gulf Adiba, 4th Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram, Haryana – 122 008 at a shorter notice.

For _____

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Registered Office:

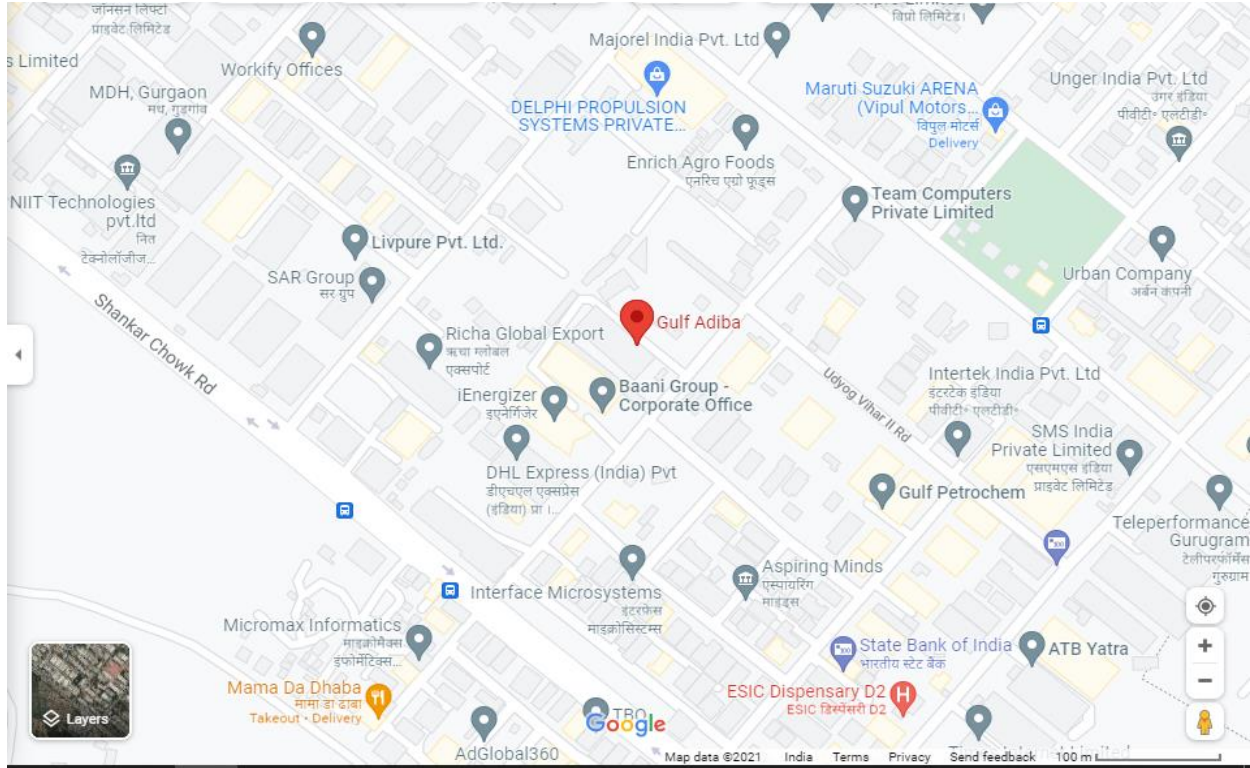
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ROUTE MAP



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