



## NOTICE

**NOTICE** is hereby given that the **2<sup>nd</sup>/2022-23 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, March 22, 2023 at 1:30 P.M. at Gulf Adiba, 4<sup>th</sup> Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram – 122 008, to transact the following special businesses: -

### **1. APPROVAL FOR INCREASE IN THE BORROWING POWERS OF THE COMPANY**

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

**“RESOLVED THAT** in supersession of the earlier special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on March 21, 2022 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Memorandum and Articles of Association of the Company, consent of the members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money (exclusive of interest), on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other bank(s) or financial institution(s), other person or persons, firms, bodies corporate, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicate, loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital, free reserves, that is reserves not set apart for any specific purpose, and securities premium account, provided that the total amount so borrowed and

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

#### **Registered Office:**

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Peninsula Corporate Park, Lower Parel (West),  
Mumbai-400013, Maharashtra.  
T: +91 22 44357700

#### **Corporate Office:**

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outstanding at any time shall not exceed the limit of INR 270 crore (Rupees Two Hundred Seventy Crore Only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this Resolution.”

## 2. AUTHORISATION FOR SELLING, LEASING OR OTHERWISE DISPOSING OFF (INCLUDING MORTGAGING) THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the earlier special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on March 21, 2022 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”) and the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to sell, mortgage and/or charge, in addition to existing mortgages/charges created/ to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions may be determined, on all or any of the moveable and/or immovable properties, tangible and/or intangible assets of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and/or the whole or any part of one or more of the undertaking(s) of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, in favour of the bank(s), financial institution(s), lender(s), other investing agencies, trustee(s) or any person, for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act 2013, from time to time, together with interest at the

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respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement/ document, entered into/to be entered into between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person, in respect of the said loans/borrowings/ debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person.

**RESOLVED FURTHER THAT** the securities to be created by the Company for its borrowings as aforesaid may rank prior/ pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this Resolution.”

### 3. REVISION IN TERMS OF REMUNERATION OF MR. DHRUV SHRINGI, WHOLE-TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the earlier special resolution passed by the members of the Company at Annual General Meeting held on September 29, 2022 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, and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to revise the terms of the remuneration of Mr. Dhruv Shringi (DIN 00334986), Whole Time Director cum Chief Executive Officer, for a period not exceeding three years with effect from April 01, 2023, as detailed below:-

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- i. Gross Annual Remuneration – Rs. 31,119,897/- subject to the maximum annual increment of upto 15% per annum, on the last Gross Annual Remuneration entitlement.
- ii. Performance Bonus – Not exceeding 50% of Gross Annual Remuneration, payable for each financial year, as may be determined by the Board.
- iii. Other Benefits – In addition to the aforesaid Gross Annual Remuneration and Performance Bonus, 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), which 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** approval of Members be and is hereby accorded to vary or amend the elements of remuneration subject to overall limit approved herein, in such a manner that total cost to Company remains unchanged.

**RESOLVED FURTHER THAT** the terms and remuneration as set out above and in the event of continuation of inadequacy or absence of profits and subject to such other approvals as may be required, approval of the members of the Company be and is hereby accorded for the remuneration comprising salary, perquisites and such benefits, as mentioned herein, be paid as minimum remuneration in accordance with the provisions of the Act read with Schedule V and Rules made thereunder, as amended, with a maximum annual increment of upto 15% per annum on the last gross annual remuneration entitlement, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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**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 read with Schedule V 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.”

**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: March 15, 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. to 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. Due to COVID-19 pandemic, members are requested to wear facemask before entering into the premises for attending Extra Ordinary General Meeting of the Company and follow the necessary instructions to maintain social distancing and sanitize hands in regular intervals during the proceedings of the Extra Ordinary General Meeting.
- 12. 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: INCREASE THE BORROWING POWERS OF THE COMPANY**

The Members had authorised the Board of Directors of the Company (“Board”, which term shall include any Committee thereof which the Board may have, constituted or may hereinafter constitute to exercise its powers) to borrow from time to time a sum not exceeding INR 120 Crores (Rupees One Hundred Twenty Crores only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) vide resolution passed on March 21, 2022.

Considering the future financial needs of the Company, it is proposed to enhance the overall borrowing powers to INR 270 Crores (Rupees Two Hundred Seventy Crores only).

Section 180(1)(c) of the Act, permits the Company to borrow money alongwith the money already borrowed by the Company except the temporary loans obtained from the companies’ banker in the ordinary course of business beyond the paid-up capital, free reserves and securities premium of the Company, only if the same is approved by the members of the company. It is necessary to obtain shareholder’s approval by means of special resolution, to enable the board of directors of the Company to borrow the money in excess of aggregate of its paid-up share capital, free reserves and securities premium of the Company.

The Board recommends the proposed special resolution set forth in Item no. 1 for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 1 of the notice except to the extent of their shareholding in the Company, if any.

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**ITEM NO. 2: AUTHORISATION FOR SELLING, LEASING OR OTHERWISE DISPOSING OFF (INCLUDING MORTGAGING) THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY**

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, and hence, requires approval from the members of the Company by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person, in respect of the said loans/borrowings/debentures/securities), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.

In view of the revision in the borrowing limit as set out in Item No. 1, the Board recommends a revision in the limit up to which charge can be created on assets/properties in line with the revised borrowing limit.

Accordingly, the Board recommends the special resolution as set forth in Item no. 2 for the approval of the Members.

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None of the Directors or Key Managerial Personnel of the Company including their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 2 of the notice except to the extent of their shareholding in the Company, if any.

**ITEM NO. 3: REVISION IN TERMS OF REMUNERATION OF MR. DHRUV SHRINGI, WHOLE-TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY**

Pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a Special Resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors. The current terms of the resolution do not provide for an annual increment. Accordingly, it is suggested that terms of the resolution may provide for an annual increment of upto 15% per annum, on the last gross annual remuneration entitlement, with effect from April 01, 2023, subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board from time to time.

Accordingly, the Board recommends the resolution, in relation to the revision in terms of the remuneration, to be paid as per Section II, Part II of Schedule V to the Act, of Whole Time Director Cum CEO of the Company, for the approval by the shareholders of the Company as a Special Resolution.

The details of remuneration payable to Mr. Dhruv Shringi, Whole Time Director cum CEO for a period not exceeding three years with effect from April 01, 2023 is as set out in the resolution.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed as **Annexure-A** to the Notice.

Save and except Mr. Dhruv Shringi, none of the other Directors, Manager, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at item No. 3 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolution as set forth in Item No.3 for approval of the members by way of Special Resolution.

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**ANNEXURE A**

**Statement containing additional information as required in Schedule V of the Companies Act,  
2013 –  
(Item No. 3)**

**1. General Information**

<b>1.</b>	Nature of industry	The Company is engaged in the business of Tour and Travel.		
<b>2.</b>	Date or expected date of commencement of commercial production	Not Applicable		
<b>3.</b>	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
<b>4.</b>	Financial performance based on given indicators	<b>Standalone</b>		
		<b>Particulars</b>	<b>2021-22 (Rs. In Lacs)</b>	<b>2020-21 (Rs. In Lacs)</b>
		Total Income	14,943	9,864
		Total Expenses	18,723	25,343
		<b>Profit/ (Loss) before Tax</b>	<b>(3,780)</b>	<b>(15,479)</b>
	<b>Profit/ (Loss) after tax</b>	<b>(3,780)</b>	<b>(15,479)</b>	
<b>5.</b>	Foreign Investments or collaborations, if any	The Company has received Foreign Direct Investment under the applicable Foreign Direct Investments guidelines. As on the date of this notice, out of total paid-up capital, 98.59% is held by Foreign Entities.		

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2. Information about the appointed Person:

Sr. No	Particulars	Mr. Dhruv Shringi
1.	Background details	Dhruv Shringi is the Whole-time Director cum Chief Executive Officer of our Company. 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. He was previously associated with Fords Motor Company, Arthur Anderson & Co. and Ebookers.Com Plc.
2.	Past remuneration	<p>i. Gross Annual Remuneration – Rs. 31,119,897/-</p> <p>ii. Performance Bonus – Not exceeding 50% of Gross Annual Remuneration, payable for each financial year, as may be determined by the Board.</p> <p>iii. Other Benefits– In addition to the aforesaid Gross Annual Remuneration and Performance Bonus, Mr. Dhruv Shringi shall be entitled to:</p> <p>a) Gratuity, Mediclaim &amp; Term Life Insurance etc. in accordance with the rules of the Company;</p> <p>b) Employee Stock Option Scheme (ESOP)/ Restricted Stock Units (RSUs), performance stock units (PSUs), which 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;</p> <p>c) Contributions to Provident Fund as per the rules of the Company;</p> <p>d) Company provided car;</p> <p>e) Encashment of un-availed leaves as per the rules of the Company.</p> <p>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.</p> <p>He will not be entitled to the payment of any sitting fees for</p>

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		attending the meetings of our Board or committees.
3.	Recognition or awards	Mr. Dhruv Shringi is a well-known figure in the travel industry. In 2011, he was listed amongst the top 40 CEO's in the country by Fortune.
4.	Job profile and his suitability	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. He has been working for the growth of the Company since its inception. He is also a Co-founder of the Company.
5.	Remuneration proposed	As explained in the resolution of this Notice at Item No. 3.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Dhruv Shringi, the responsibilities shouldered by him, being a founder & CEO of the Company and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is not related to any managerial personnel of the Company and does not have any pecuniary relationship with the Company other than remuneration paid by the Company to him as mentioned herein.

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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)



### 3. Other Information

1.	Reasons of loss or inadequate profits	The company during its expansion has made investments in various existing and new avenues, which resulted into losses.
2.	Steps taken or proposed to be taken for improvement	With the increasing demand of travel both locally and globally the company expects to earn the sufficient revenues to cover the operating expenses in future. The Company expects to continue to adapt certain cost reduction measures which should indicate positive effect in the underlying business results.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability. However, the Company has been aggressively pursuing and implementing its strategies to improve financial performance.

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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:** B2/101,1<sup>st</sup> 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 **2<sup>nd</sup>/2022 - 2023 Extra – Ordinary General Meeting** of the Company to be held Wednesday, March 22, 2023 at 1:30 P.M. at Gulf Adiba, 4<sup>th</sup> 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 increase in the Borrowing Powers of the Company		
2.	Authorisation for selling, leasing or otherwise disposing off (including mortgaging) the whole or substantially the whole of the undertaking of the Company.		
3.	Revision in terms of remuneration of Mr. Dhruv Shringi, Whole-Time Director Cum Chief Executive Officer of the Company		

Signed this..... day of .....2023.

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.

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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.
6. It is optional to indicate your preference. If you leave the for, Against or abstain column blank 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,  
Marathon Nextgen Complex, B Wing,  
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 **2<sup>nd</sup>/2022 - 2023 Extra – Ordinary General Meeting** of the Company to be held on Wednesday, March 22, 2023 at 1:30 P.M. at Gulf Adiba, 4<sup>th</sup> 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, 1<sup>st</sup> 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, March 22, 2023 at 1:30 P.M. at Gulf Adiba, 4<sup>th</sup> Floor, Plot No. 272, Udyog Vihar, Phase-II, Sector-20, Gurugram, Haryana – 122 008 at a shorter notice.

For \_\_\_\_\_

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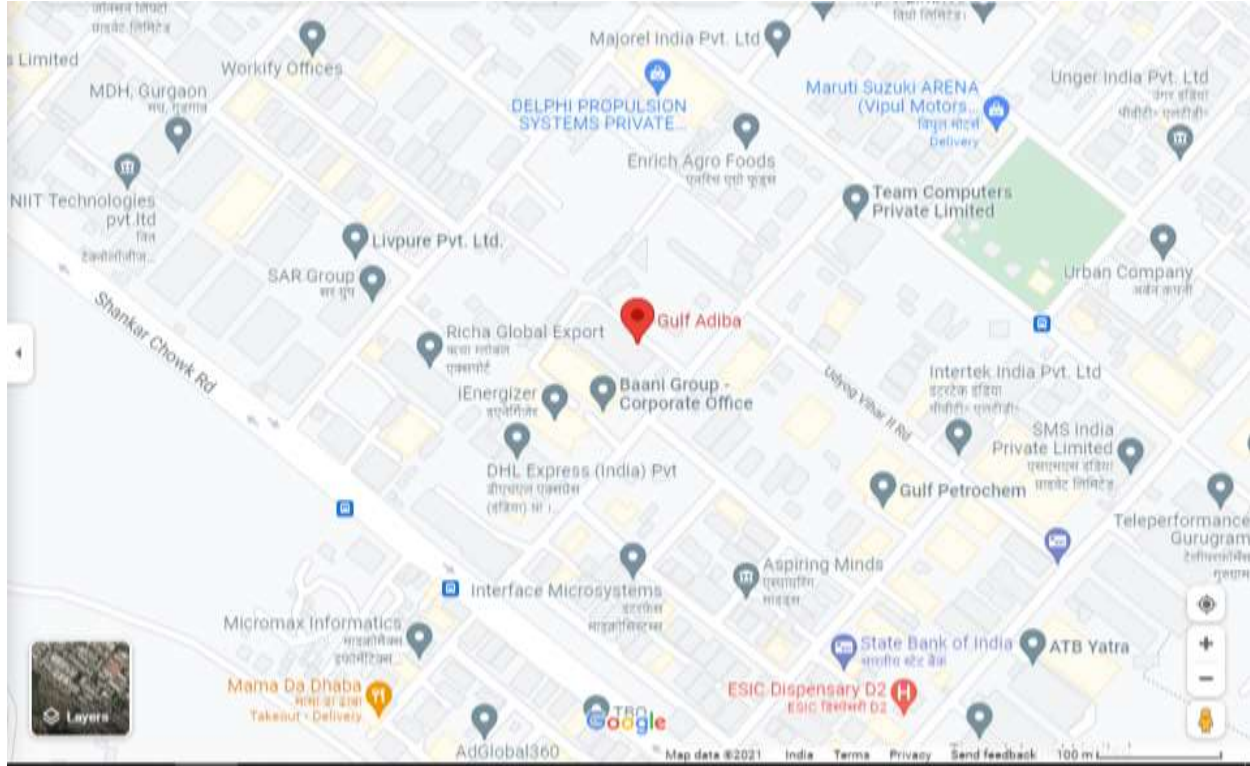
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## ROUTE MAP



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