



December 19, 2025

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	Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001, India Scrip Code: 543992 ISIN No.: INE0JR601024
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Sub: Results of Postal Ballot through Remote E-voting process – Disclosure under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam

This is further to our letter dated November 17, 2025 regarding the submission of the Postal Ballot Notice along with the Explanatory Statement (“Postal Ballot Notice”) seeking the approval of the Members of the Company by way of an Ordinary Resolution for the appointment of Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), as a Non-Executive, Non-Independent Director of the Company.

In accordance with the Regulation 44(3) of the Listing Regulations, please find enclosed herewith the details of voting results and the report of the Scrutinizer thereon. The aforesaid ordinary resolution has been passed by the Members with requisite majority through Postal Ballot by remote e-voting process.

Further, please also find enclosed herewith the proceedings of the Postal Ballot.

The voting results and the Scrutinizer’s report are also being made available on the website of the Company at <https://investors.yatra.com/Investor-Relations-India/Compliance-UnderRegulation-46/> under the postal ballot tab and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

This is for your information and records.

Yours sincerely,

For Yatra Online Limited

Jyoti Chawla
Company Secretary and Compliance Officer
M. No. A20392

Encl.: As above

Yatra Online Limited

www.yatra.com

Registered Office:

1st Floor, Iconic Building, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (West), Mumbai - 400013, Maharashtra, India
T: +91 22 44357700

Corporate Office:

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T: +91 0124 4591700
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VOTING RESULTS

Company Name			YATRA ONLINE LIMITED					
Date of the AGM/EGM/Postal Ballot (Last Date of Postal Ballot - E-voting)			18-12-2025					
Total number of shareholders on record date			44216 as on November 13, 2025					
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:			Not Applicable					
Public:								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:			Not Applicable					
Public:								
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), as a Non-Executive, Non-Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10,11,49,858	10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,11,49,858	100.0000	10,11,49,858	0	100.0000	0.0000
Public- Institutions	E-Voting	2,51,57,304	2,05,24,747	81.5856	2,04,47,251	77,496	99.6224	0.3776
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,05,24,747	81.5856	2,04,47,251	77,496	99.6224	0.3776
Public- Non Institutions	E-Voting	3,06,09,031	52,314	0.1709	51,220	1,094	97.9088	2.0912
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,314	0.1709	51,220	1,094	97.9088	2.0912
	Total	15,69,16,193	12,17,26,919	77.5745	12,16,48,329	78,590	99.9354	0.0646

SCRUTINIZER'S REPORT

To
Yatra Online Limited
(CIN: L63040MH2005PLC158404)
1st Floor, Iconic Building, Urmi Estate,
95, Ganpatrao Kadam Marg, Lower Parel (West),
Mumbai – 400013, Maharashtra

Sub: Scrutinizer's Report on Postal Ballot by way of remote e-voting ("e-voting") conducted in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolution contained in the Notice dated November 11, 2025

Dear Sir,

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

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 as extended from time to time and last extended vide General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**") (ii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and (iii) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizer's report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from the website of National Securities Depository Limited ("NSDL"), i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, December 18, 2025, at 05:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Thursday, November 13, 2025, were entitled to vote on the proposed resolution to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.



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4. The e-voting period remained open from Wednesday, November 19, 2025, at 09:00 A.M. (IST) and concluded at 05:00 P.M. (IST) on Thursday, December 18, 2025 on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Monday, November 17, 2025 the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the cut-off date i.e. Thursday, November 13, 2025, received from Depositories i.e. National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), Registrars and Share Transfer Agent of the Company (“RTA”) and whose e-mail id’s were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company, Depositories or RTA.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.yatra.com), NSDL (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also published by way of newspaper advertisements dated November 18, 2025 in “Financial Express” (English) and “Navshakti” (Marathi), to the members to register their e-mail id’s with the Company and/ or their depository participants.
6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot, accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in “Financial Express” (English) and “Navshakti” (Marathi) on Tuesday, November 18, 2025 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id’s with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer’s secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked on Thursday, December 18, 2025, at 5:12 P.M. (IST) in the presence of two witnesses, Mr. Mallikant Kumar Singh and Ms. Mansi Saxena who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:



ITEM NO. 1: APPOINTMENT OF MR. ROSHAN CHANAKA NIRMAL MENDIS (DIN: 11292182), AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY (ORDINARY RESOLUTION)

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), who was appointed as an Additional Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from September 26, 2025, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-Independent, Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution.”

(i) Voted in favour of and against the resolution:

Particulars	REMOTE E-VOTING			% of total number of valid votes cast
	Number of member(s) voted	Number of shares held by members who voted	Votes cast by them (“Valid Votes”)	
Favour	190	121,648,329	121,648,329	99.9354
Against	15	78,590	78,590	0.0646
Total	205	121,726,919	121,726,919	100.00

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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

Thanking You,
Yours faithfully,

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



Shashikant Tiwari
Partner

Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919G002557473



Date: December 19, 2025
Place: Delhi

Countersigned by:
For and on behalf of
Yatra Online Limited

Chairman or person authorized by him



PROCEEDINGS OF THE POSTAL BALLOT OF YATRA ONLINE LIMITED (“THE COMPANY”) HELD THROUGH REMOTE E-VOTING CONCLUDED ON DECEMBER 18, 2025

The Board of Directors of the Company (“**Board**”) at its meeting held on November 11, 2025, approved the proposal to conduct a postal ballot (“**Postal Ballot**”) by remote e-voting process (“**Remote E-voting**”) pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, as extended from time to time and last extended General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”) to seek approval of the Members through ordinary resolution for the appointment of Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), as a Non-Executive, Non-Independent Director of the Company.

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

- i. Mr. Shashikant Tiwari, Partner (Membership No. F11919) (CP No. 13050) and failing him Mr. Lakhan Gupta, Partner (Membership No. F12682) (CP No. 26704), Chandrasekaran Associates, Company Secretaries (FRN P1988DE002500) were appointed as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner;
- ii. The Company availed the services of National Securities Depository Limited (“NSDL”) for providing Remote E-voting facility to its Members;
- iii. The Company sent the Notice of Postal Ballot dated November 11, 2025, together with an Explanatory Statement pursuant to Section 102 of the Act on Monday, November 17, 2025, only through electronic mode to the Members, whose names appeared on the register of members / list of beneficial owners, as received from the NSDL and Central Depository Services (India) Limited (“CDSL”) and who have registered their e-mail IDs with Company/Depository Participant(s) (“DP”)/Registrar and Share transfer agent (“RTA”) i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), as on Thursday, November 13, 2025 (“**Cut-off Date**”), vide e-mail through NSDL.
- iv. An advertisement, as required under the Act and the relevant MCA Circulars, was published on Tuesday, November 18, 2025 in the newspapers viz. Financial Express (English) and Navshakti (Marathi);
- v. The Remote E-voting period commenced at 9:00 a.m. (IST) on Wednesday, November 19, 2025 and ended at 5:00 p.m. (IST) on Thursday, December 18, 2025.

The Scrutinizer submitted his report on the postal ballot process to the Company on December 19, 2025. Summary of the Scrutinizer’s Report is as under:

- i. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

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- ii. The votes cast through electronic means were unblocked on December 18, 2025 at 5:12 p.m. (IST).
- iii. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on the Cut Off date i.e. Thursday, November 13, 2025.
- iv. Votes cast through electronic means till 5:00 p.m. (IST) of December 18, 2025 being the closing time and date fixed by the Company for voting through electronic means were considered for scrutiny.

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

SPECIAL BUSINESS:

Appointment of Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), as a Non-Executive, Non-Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Roshan Chanaka Nirmal Mendis (DIN: 11292182), who was appointed as an Additional Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from September 26, 2025, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-Independent, Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution.”

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

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes - in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes – Against (C)	% of votes against on votes polled (% of C/A)
12,17,26,919	77.57	12,16,48,329	99.9354	78,590	0.0646

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The above stated result of postal ballot was declared today i.e. on December 19, 2025 and the aforesaid resolution is deemed to have been passed as the ordinary resolution by the members of the Company on December 18, 2025 with the requisite majority.

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