



April 24, 2026

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

Dear Sir/Madam

This is further to our letter dated March 23, 2026 regarding the submission of the Postal Ballot Notice along with the Explanatory Statement (“Postal Ballot Notice”) seeking the approval of the Members of the Company by way of a Special Resolution for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) 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 special resolution has been passed by the Members with requisite majority through Postal Ballot by remote e-voting process.

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

The voting results and the Scrutinizer’s report are also being made available on the website of the Company at <https://investors.yatra.com/Investor-Relations-India/Compliance-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](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  
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Corporate Office:

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VOTING RESULTS								
Name of the Company					Yatra Online Limited			
Date of the AGM/EGM/Postal Ballot (last day of Postal Ballot E-voting)					April 23, 2026			
Total number of shareholders on record date					48518 as on March 18, 2026			
Number of shareholders present in the meeting either in person or through proxy								
a) Promoter and promoter group								
b) Public					Not Applicable			
Number of shareholders attended the meeting through video conferencing								
a) Promoter and promoter group								
b) Public					Not Applicable			
Resolution No.					1			
Resolution Required: (Ordinary/ Special)					Special: Approval for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	98316858	98316858	100	98316858	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>98316858</b>	<b>98316858</b>	<b>100</b>	<b>98316858</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	23688160	19786753	83.53013911	5306327	14480426	26.81757335	73.18242665
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>23688160</b>	<b>19786753</b>	<b>83.53013911</b>	<b>5306327</b>	<b>14480426</b>	<b>26.81757335</b>
Public Non-Institutions	E-voting	34911175	76961	0.220448037	64042	12919	83.21357571	16.78642429
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>34911175</b>	<b>76961</b>	<b>0.220448037</b>	<b>64042</b>	<b>12919</b>	<b>83.21357571</b>
<b>Total</b>		<b>156916193</b>	<b>118180572</b>	<b>75.31445273</b>	<b>103687227</b>	<b>14493345</b>	<b>87.73627107</b>	<b>12.26372893</b>

**SCRUTINIZER'S REPORT**

To  
The Chairperson  
**Yatra Online Limited**  
**(CIN: L63040DL2005PLC463461)**  
Unit No. 1, Vasant Arcade, 3rd Floor, Sector-B Pocket-7,  
Vasant Kunj, New Delhi, India, 110070

**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 resolutions contained in the Notice dated March 16, 2026**

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Practicing Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, 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 March 16, 2026 ("**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 resolutions contained in the Notice, based on the data downloaded from the website of National Securities Depository Limited ("NSDL"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, April 23, 2026, at 05:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Wednesday, March 18, 2026, were entitled to vote on the proposed resolution to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Wednesday, March 25, 2026, at 09:00 A.M. (IST) and concluded at 05:00 P.M. (IST) on Thursday, April 23, 2026 on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



5. On Monday, March 23, 2026, 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. Wednesday, March 18, 2026, 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](http://www.yatra.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and also published by way of newspaper advertisements dated March 24, 2026 in “**Financial Express**” (English) and “**Jansatta**” (Hindi), 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 “**Jansatta**” (Hindi) on Tuesday, March 24, 2026 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, April 23, 2026, at 5:14 P.M. (IST) in the presence of two witnesses, Indu Bhardwaj and 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](http://www.evoting.nsdl.com)
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:  
-Report to follow-



**ITEM NO. 1: APPROVAL FOR THE REMUNERATION OF MR. DHRUV SHRINGI, WHOLE-TIME DIRECTOR (DIN: 00334986) OF THE COMPANY (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, Medclaim & 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.”

(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	138	103687227	103687227	87.7362
Against	38	14493345	14493345	12.2638
<b>Total</b>	<b>176</b>	<b>118180572</b>	<b>118180572</b>	<b>100.00</b>

(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 result, the resolution as mentioned above have been passed with requisite majority. Therefore, the Chairperson 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**

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

  
  
Shashikant Tiwari  
Partner  
Membership No.: F11919  
Certificate of Practice No.: 13050  
UDIN: F011919H000189723

Chairperson or person authorized by him

Date: 24.04.2026  
Place: Delhi



## PROCEEDINGS OF THE POSTAL BALLOT OF YATRA ONLINE LIMITED (“THE COMPANY”) HELD THROUGH REMOTE E-VOTING CONCLUDED ON APRIL 23, 2026

The Board of Directors of the Company (“Board”) by way of circular resolution passed on March 16, 2026, 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 special resolution for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) 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 March 16, 2026, together with an Explanatory Statement pursuant to Section 102 of the Act on Monday, March 23, 2026, 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 Wednesday, March 18, 2026 (“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, March 24, 2026 in the newspapers viz. Financial Express (English) and Jan Satta (Hindi);
- v. The Remote E-voting period commenced at 9:00 a.m. (IST) on Wednesday, March 25, 2026 and ended at 5:00 p.m. (IST) on Thursday, April 23, 2026.

The Scrutinizer submitted his report on the postal ballot process to the Company on April 24, 2026. Summary of the Scrutinizer’s Report is as under:

- i. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- ii. The votes cast through electronic means were unblocked on April 23, 2026 at 5:14 p.m. (IST).

Yatra Online Limited

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

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- iii. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on the Cut Off date i.e. Wednesday, March 18, 2026.
- iv. Votes cast through electronic means till 5:00 p.m. (IST) of April 23, 2026 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:**

**Approval for the remuneration of Mr. Dhruv Shringi, Whole-Time Director (DIN: 00334986) of the Company**

**"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, Medclaim & 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.

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**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.”

**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)
118180572	75.31	103687227	87.73	14493345	12.26

The above stated result of postal ballot was declared today i.e. on April 24, 2026 and the aforesaid resolution is deemed to have been passed as the special resolution by the members of the Company on April 23, 2026 with the requisite majority.

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