

December 08, 2024

The Chief General Manager Listing Operation BSE Ltd. P J Towers, Dalal Street, Fort Mumbai – 400001 Scrip Code: 543272	Manager - Listing Compliance National Stock Exchange of India Limited (NSE). Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Symbol: EASEMYTRIP
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Sub: Certified True Copy - Postal Ballot Notice

Dear Sir / Madam,

Please find attached the certified true copy of the Postal Ballot Notice sent to the Shareholders for the purpose of issuance of equity shares on preferential basis.

Request you to kindly take the same on record.

Yours faithfully,

For **Easy Trip Planners Limited**

Priyanka Tiwari
Group Company Secretary and Chief Compliance Officer
Membership No.: A50412

Easy Trip Planners Ltd.

Registered office : Building No. - 223, Patparganj Industrial Area, New Delhi - 110092 (India)

Phone : +91 - 11 43030303, 43131313 | E-mail : Care@easemytrip.com | Web: www.EaseMyTrip.com | CIN No. L63090DL2008PLC179041



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Government of India





EASY TRIP PLANNERS LIMITED

Registered Office: FIE, Patparganj Industrial Area, Delhi-110091

E-mail id: emt.secretarial@easemytrip.com, website: www.easemytrip.com

CIN: L63090DL2008PLC179041

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Easy Trip Planners Limited (“**the Company**”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 11/2022, 09/2023, and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 December 28, 2022, September 25, 2023, and September 19, 2024 respectively (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice (“**Notice**”) along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“**RTA**”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 29, 2024.

In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company have appointed Mrs. Manisha Gupta (CP No. 6808), Proprietor of M/s. Manisha Gupta & Associates, Practicing Company Secretaries, New Delhi, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.



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In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting (“**remote e-voting**”) facility only for this Postal Ballot process. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Monday, December 09, 2024 (9:00 A.M. IST) and end on Tuesday, January 07, 2025 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Tuesday, January 07, 2025.

Upon completion of remote e-voting, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of Postal Ballot will be announced by Thursday, January 09, 2025, at the Corporate Office of the Company. The said result along with the Scrutinizer’s report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. www.easemytrip.com and on website of NSDL viz. <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESSES:

Item No. 1 – Issuance of Equity Shares of the Company on Preferential Basis

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the “**Act**”), in accordance with the provisions of the Memorandum and Articles of Association of Easy Trip Planners Limited (“**the Company**”),



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the regulations issued by the Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "**Listing Regulations**"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**"), and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Ministry of Corporate Affairs ("MCA"), the SEBI, the BSE Limited, the National Stock Exchange of India Limited (collectively the "**Stock Exchanges**"), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**") which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members of the Company be and is hereby accorded to the Company to create, offer, issue and allot 12,84,47,034 (Twelve Crores Eighty Four Lacs Forty Seven Thousand Thirty Four) fully paid up equity shares of the face value of INR 1 (Indian Rupees One Only) each fully paid up, on a preferential basis at a price of INR 18.22 (Indian Rupees Eighteen and Twenty Two Paise Only) for each equity share i.e. including a premium of INR 17.22 (Indian Rupees Seventeen and Twenty Two Paise Only) for each equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations or at such other price as may be directed by the relevant authority/ relevant stock exchanges, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees ("**Proposed Allottees**") as detailed herein below:

Sl. No.	Name of the Proposed Allottee	Category	Maximum Number of Equity Shares to be issued and allotted	Consideration (INR)
1.	Jeewani Hospitality Private Limited	Non-Promoter, Company	5,48,84,742	1,00,00,00,000* (non-cash)
2.	Rollins International Private Limited	Non-Promoter, Company	3,29,30,845	60,00,00,000* (non-cash)
3.	Pflege Home Health Care Center L.L.C	Non-Promoter, Company	54,88,474	10,00,00,000* (non-cash)



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4.	Mr. Bhisham Sheoran	Non-Promoter, Individual	1,08,83,918	19,83,05,000* (non-cash)
5.	Mr. Gagandeep Singh	Non-Promoter, Individual	1,07,57,409	19,60,00,000* (non-cash)
6.	Mr. Sanket Champaklal Shah	Non-Promoter, Individual	1,07,57,409	19,60,00,000* (non-cash)
7.	Ms. Jacqueline Genevieve Fernandez	Non-Promoter, Individual	27,44,237	5,00,00,000 (cash)
	Total		12,84,47,034	2,34,03,05,000

** The fractional consideration has been rounded off to match with the amount(s) mentioned in the definitive agreements executed by the Company inter alia with the persons mentioned at 1 to 6 in the above table.*

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Friday, December 06, 2024.

RESOLVED FURTHER THAT the shares being offered, issued, and allotted to the Proposed Allottees by way of a preferential allotment shall *inter alia* be subject to the following terms and conditions:

- The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- The equity shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;
- The ‘**Relevant Date**’ for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Friday, December 06, 2024 in terms of Explanation to Regulation 161 of the SEBI (ICDR) Regulations being the date 30 (Thirty) days prior to the last date for Remote e-Voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed on Tuesday, January 07, 2025).



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- d) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provision(s) of SEBI (ICDR) Regulations;
- e) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove; and
- g) The equity shares shall be allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any Stock Exchanges and/ or any other regulatory authority for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable law, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby severally authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to accept any modification(s) in the terms of issuance of the equity shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/ or



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deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to select National Stock Exchange Limited (“NSE”) as the ‘Designated Stock Exchange’ for the purposes of this proposed preferential issue.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), Company Secretary, executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard, including without limitation to file any returns/ e-forms/ documents, etc. with the MCA and/ or any other relevant authority as may be applicable.”

By order of the Board
For Easy Trip Planners Limited

Group Company Secretary and Chief Compliance
Officer Membership No. A50412

Date: December 08, 2024

Place: Delhi



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NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter- alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 02/ 2022, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, and September 19, 2024 ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("**SS-2**"), this Postal Ballot Notice ("**Notice**") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("**RTA**") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 29, 2024.
3. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.
4. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, November 29, 2024. ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI LODR and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged the National Securities Depository Limited ("**NSDL**") as the authorised agency to provide the remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system). Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.
6. Members may note that this Notice will also be available on Company's website(www.easemytrip.com), Stock Exchanges' website (www.bseindia.com and www.nseindia.com) and on the website of Service Provider i.e. NSDL (www.evoting.nsdl.com) in compliance with the relevant Circulars.



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7. The Board of Directors of the Company have appointed Mrs. Manisha Gupta (CP No. 6808), Proprietor of M/s. Manisha Gupta & Associates, Practicing Company Secretaries, New Delhi, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
8. Remote e-voting period shall commence on Monday, December 09, 2024 (9:00 A.M. IST) and end on Tuesday, January 07, 2025 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Tuesday, January 07, 2025.
9. Members holding shares in (Physical/Demat) whose email IDs are not registered and in Consequence Postal Ballot Notice and E-voting instructions cannot be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited through the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would receive soft copy of the Notice of Postal Ballot and the procedure for e-voting along with the User ID and Password to enable e-voting from NSDL. In case of any queries relating to the registration of E-mail address, shareholder may write einward.ris@kfintech.com and for e-voting related queries you may write to NSDL at evoting@nsdl.com.
Please note that in case the shares are held in electronic form/demat mode, the above facility is only for temporary registration of email address for receipt of the Notice of Postal Ballot and the e-Voting instructions along with the USER ID and Password. Members holding shares in electronic/Demat form will have to register their email address with their DPs permanently.
11. Upon completion of remote e-voting, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The Results of Postal Ballot will be announced no later than 2 working days from the conclusion of the e-voting i.e. Thursday, January 09, 2025, at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. www.easemytrip.com and on website of NSDL (www.evoting.nsdl.com).
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, January 07, 2025.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
Members seeking to inspect such documents can send an email to emt.secretarial@easemytrip.com mentioning his / her / its folio number / DP ID and Client ID.



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14. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on Monday, December 09, 2024 (9:00 A.M. IST) and end on Tuesday, January 07, 2025 (5.00 P.M. IST) (both days inclusive).
- (ii) During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, November 29, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING

The procedure to login and access remote e-voting, as devised by the Depositories / DP(s), is given below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name







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	<p>or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New



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	<p>System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



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	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Manisha.pcs@gmail.com with a copy marked to evoting@nsdl.com.



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Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Abhishek Mishra) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (emt.secretarial@easemytrip.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (emt.secretarial@easemytrip.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI (ICDR) Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), as amended from time to time, approval of the members of the Company by way of Special Resolution is required for issuance of equity shares to the Proposed Allottees belonging to the non-promoter category, in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Act and the SEBI (ICDR) Regulations as amended in relation to the aforesaid Special Resolution are given as under:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors of the Company had, at its meeting held on Sunday, December 08, 2024, subject to the approval of the members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance of 12,84,47,034 (Twelve Crores Eighty Four Lacs Forty Seven Thousand Thirty Four) fully paid-up equity shares of the Company of the face value of INR 1 (Indian Rupee One Only) to Proposed Allottees, on a preferential basis, at a price of INR 18.22 (Indian Rupees Eighteen and Twenty Two Paise Only) for each equity share, including a premium of INR 17.22 (Indian Rupees Seventeen and Twenty Two Paise Only) for each equity share, being the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations or at such other price as may be directed by the relevant authority/ relevant stock exchanges.



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Out of the said 12,84,47,034 (Twelve Crores Eighty Four Lacs Forty Seven Thousand Thirty Four) equity shares, 27,44,237 (Twenty Seven Lacs Forty Four Thousand Two Hundred Thirty Seven) equity shares will be allotted for cash aggregating to INR 5,00,00,000 (Indian Rupees Five Crores Only) and 12,57,02,797 (Twelve Crores Fifty Seven Lacs Two Thousand Seven Hundred Ninety Seven) equity shares will be allotted for consideration other than cash in connection with the proposed acquisition/ investment by the Company in Jeewani Hospitality Private Limited, Rollins International Private Limited, Pflge Home Health Care Center L.L.C and Planet Education Australia Pty Ltd.

2. Objects of the preferential issue:

The cash proceeds of INR 5,00,00,000 (Indian Rupees Five Crores Only) proposed to be raised through issuance of 27,44,237 (Twenty Seven Lacs Forty Four Thousand Two Hundred Thirty Seven) fully paid-up equity shares of the face value of INR 1 (Indian Rupee One Only) each of the Company by way of preferential issue to Ms. Jacqueline Genevieve Fernandez and will be utilized to meet the working capital requirements of the Company within the current financial year, i.e., 2024-25.

Further, the Company has recently executed *inter alia* the following relevant agreement(s) with the Proposed Allottees other than Ms. Jacqueline Genevieve Fernandez in connection with the proposed acquisition/ investment in the paid-up share capital of the following companies:

Target Company	Agreement Date	Type of Agreement	Holding Percentage (%)
Jeewani Hospitality Private Limited	December 06, 2024	Share Subscription Agreement	50.00
Rollins International Private Limited	October 11, 2024	Share Subscription Agreement	30.00
Pflge Home Health Care Center L.L.C	December 06, 2024	(a) Share Purchase Agreement (b) Investment Cum Shareholders' Agreement	49.03



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Planet Education Australia Pty Ltd.	December 06, 2024	Share Purchase Agreement	49.00
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Under the terms of the relevant definitive agreements, the Company is required to pay the aggregate purchase consideration/ subscription money, as the case may be, of INR 2,29,03,05,000 (Indian Rupees Two Hundred Twenty Nine Crores Three Lacs Five Thousand Only) for the said proposed acquisitions/ investments to the Proposed Allottees other than Ms. Jacqueline Genevieve Fernandez by way of issuance of its fully paid-up equity shares through preferential allotment. For this reason, the Company proposes to 12,57,02,797 (Twelve Crores Fifty Seven Lacs Two Thousand Seven Hundred Ninety Seven) fully paid-up equity shares of the face value of INR 1 (Indian Rupee One Only) each to the Proposed Allottees other than Ms. Jacqueline Genevieve Fernandez on non- cash basis to discharge the above-mentioned aggregate purchase consideration/ subscription money, as the case may be.

3. Number of shares, kind of securities and pricing of preferential issue:

The Company proposes to issue an aggregate of 12,84,47,034 (Twelve Crores Eighty Four Lacs Forty Seven Thousand Thirty Four) of the Company at a price of INR 18.22/- (Indian Rupees Eighteen and Twenty Two Paise Only) each including a premium INR 17.22 (Indian Rupees Seventeen and Twenty Two Paise Only) for each share to the Proposed Allottees, subject to receiving the approval of the members and other statutory approvals, as applicable. Please refer to Para 5 below for the basis for calculating the price for the preferential issue.

4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the Relevant Date for the determination of issue price of equity shares is Sunday, December 08, 2024 but as it is a Sunday and in terms of Explanation provided in the Regulation 161 of the SEBI (ICDR) Regulations, the Relevant Date is Friday, December 06, 2024 (“**Relevant Date**”).

5. Basis on which the price has been arrived at:

The equity shares of the Company are listed on National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”). In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, the shares of the Company are listed on NSE and BSE for a period



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of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations. As per the said Regulation 164(1) of the SEBI (ICDR) Regulations, if the shares are frequently traded, the price is required to be determined by considering the following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

“Stock Exchange” for this purpose shall mean any of the recognized stock exchange in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Since the equity shares of the Company are listed on the NSE and BSE and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI (ICDR) Regulations,

the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum Issue Price has been



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computed as INR 18.22/- (Indian Rupees Eighteen and Twenty Two Paise Only) for each equity share i.e. including a premium of INR 17.22 (Indian Rupees Seventeen and Twenty Two Paise Only) for each equity share or at such other price as may be directed by the relevant authority/ relevant stock exchanges.

The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation Report dated December 08, 2024 issued by Samarth Valuation Advisory LLP, a Registered Valuer bearing IBBI Registration No. IBBI/RV-E/06/2021/157 under the Act, and (ii) pricing certificate dated December 08, 2024 issued by S S V A and CO, Chartered Accountants (Firm Registration No.: 022884N) certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (ICDR) Regulations and the same shall be made available and published on the website of the Company i.e. www.easemytrip.com.

6. Shareholding pattern of the Company before and after the issue:

The Shareholding pattern giving the present position considering full allotment of shares issued on the preferential basis, as per the aforesaid resolution, is given below:

Category	Pre preferential issue (As of the date of this notice)		Post preferential issue	
	No. of Shares	%	No. of Shares	%
Promoters and Promoter Group (A)	1,78,56,56,502	50.38	1,78,56,56,502	48.62
Public (B)	1,75,84,24,734	49.62	1,88,68,71,768	51.38
Total (A) + (B)	3,54,40,81,236	100.00	3,67,25,28,270	100.00
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	3,54,40,81,236	100.00	3,67,25,28,270	100.00



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7. Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

8. Proposed time within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the allotment of the equity shares to the Proposed Allottees, shall be completed within a period of 15 days from the date of passing of the resolution by the members. However, where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approval(s) and/ or permission(s).

9. Principal terms of assets charged as securities:

Not applicable.

10. Undertaking:

- (a) None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- (a) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of SEBI (ICDR) Regulations.
- (b) The Company hereby undertakes that it shall re-compute the price of the equity shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.
- (c) The company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified shall continue to be in lock-in till the time such amount is paid by allottees.



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(d) The Company will appoint a SEBI Registered Credit Rating Agency as a Monitoring Agency for monitoring the use of issue proceeds raised in cash in compliance with SEBI (ICDR) Regulations, if required.

(e) The allotment of equity shares does not require to making of an Open Offer in terms of applicable provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2024-25.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares proposed to be issued by the Company through this preferential allotment. Such equity shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend and voting rights.

14. Certificate of Practicing Company Secretary:

The Certificate dated December 08, 2024 from CS Shivani Sanghi, Membership No. A47515, proprietor of S Sanghi & Associates, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, shall be available and published on the website of the Company i.e. www.easemytrip.com.



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15. Other Disclosures:

The allotment of the equity shares is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. Each of the Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

16. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control the Proposed Allottee):

S. No.	Name of the Proposed Allottee	PAN Number/License Number	Natural persons who are ultimate beneficial owners	Pre-issue shareholding		No. of equity shares allotted	Post-preferential shareholding	
				No. of equity shares	% age		No. of equity shares	% age
1.	Jeewani Hospitality Private Limited	AAGCJ3331C	Mr. Pawan Kumar Jeewani	Nil	NA	5,48,84,742	5,48,84,742	1.49
2.	Rollins International Private Limited	AAICR1985Q	Mr. Pankaj Jain	Nil	NA	3,29,30,845	3,29,30,845	0.90
3.	Pflege Home Health Care Center L.L.C	License Number-936474 DT 21 FEB 2021	Mr. Bhisham Sheoran	Nil	NA	54,88,474	54,88,474	0.15
4.	Mr. Bhisham Sheoran	BHJPS4064F	NA	Nil	NA	1,08,83,918	1,08,83,918	0.30
5.	Mr. Gagandeep Singh	AVTPS0757J	NA	Nil	NA	1,07,57,409	1,07,57,409	0.29



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6.	Mr. Sanket Champaklal Shah	AEAPS0415H	NA	Nil	NA	1,07,57,409	1,07,57,409	0.29
7.	Ms. Jacqueline Genevieve Fernandez	AANPF8468Q	NA	Nil	NA	27,44,237	27,44,237	0.07

Details of the beneficial owners of proposed allottees:

Sl. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee
1.	Jeewani Hospitality Private Limited	Mr. Pawan Kumar Jeewani (holding highest number of shares in Jeewani Hospitality Private Limited)	ABUPJ9796R
2.	Rollins International Private Limited	Mr. Pankaj Jain	AAEPJ3764G
3.	Pflege Home Health Care Center L.L.C	Mr. Bhisham Sheoran	BHJPS4064F

17. The percentage (%) of post preferential issue capital that may be held by the allottee and change in control, if any, consequent to the preferential issue:

The Proposed Allottees will hold approximately 3.50% of the post preferential issue share capital i.e. the total issued share capital of the Company. There will not be a change in control of the Company consequent to the preferential issue.

18. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The Proposed Allottees are non-promoters and will continue to be non-promoters in the Company.

19. Lock-in:

- (i) The equity shares to be allotted shall be subject to 'lock-in' for a period of 6 (six) months from the date of grant of trading approvals by the Stock Exchanges



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as per Regulation 167(2) of Chapter V of the SEBI (ICDR) Regulations.

- (ii) The entire pre-preferential allotment shareholding of any of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approvals by the Stock Exchanges as per as per Regulation 167(6) of Chapter V of the SEBI (ICDR) Regulations.

20. Approval under the Companies Act, 2013:

Pursuant to Section 62(1)(c) of the Act, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Act, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issuance of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the SEBI or the MCA or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.



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The documents referred to in the Notice, for which this member's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to Tuesday, January 07, 2025 (end date of Postal Ballot).

The Board accordingly recommends passing of the special resolution set forth at Item No.1 by the members of the Company.

**By order of the Board
For Easy Trip Planners Limited**

**Group Company Secretary and Chief Compliance Officer
Membership No. A50412**

**Date: December 08, 2024
Place: Delhi**