

February 06, 2024

BSE Ltd. P J Towers, Dalal Street, Fort Mumbai – 400001 <b>Scrip Code: 543272</b>	National Stock Exchange of India Limited (NSE). Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051 <b>Symbol: EASEMYTRIP</b>
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**Subject: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the copy of the Postal Ballot Notice dated February 06, 2024 along with explanatory statement, seeking approval of Members of the Company by way of following resolutions:

**Ordinary Resolution:**

- Appointment of Mr. Prashant Pitti (02334082) as Managing Director of the Company
- Re-Appointment of Mr. Prashant Pitti (02334082) as Managing Director of the Company for the further term of 5 years
- Increase in Authorized share capital of the Company

**Special Resolution:**

- Proposal of raising funds through issuance of securities by way of Qualified Institutional Placement

The Company has engaged the services of NSDL for the purpose of e-voting facility to all its members. Remote e-voting period shall commence on Wednesday,

## 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: L63090DL2008PLC17904

### **NOTICE OF POSTAL BALLOT**

**To,  
The Members,  
Easy Trip Planners Limited**

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 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 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 resolution(s) set out below is/are proposed to be passed by the Members of by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

#### **SPECIAL BUSINESS**

##### **ITEM NO. 1**

##### **Appointment of Mr. Prashant Pitti (02334082) as Managing Director of the Company**

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

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, approval of the members be and is hereby accorded for Change in Designation of Mr. Prashant Pitti (DIN: 02334082), from Whole-time Director to Managing Director of the Company for the remaining term of 6 months with effect from 11th December, 2023 till 1st July, 2024, liable to retire by rotation, at an overall remuneration of Rs. 96 lacs p.a. subject to the overall ceiling on the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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**RESOLVED FURTHER THAT** any of the Executive Director and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps to give effect to the said resolution.”

### **ITEM NO. 02**

#### **Re-Appointment of Mr. Prashant Pitti (02334082) as Managing Director of the Company for the further term of 5 years**

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

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, approval of the members be and is hereby accorded for re-appointment of Mr. Prashant Pitti (DIN: 02334082) as Managing Director of the Company for a further term of 5 years with effect from 2<sup>nd</sup> July, 2024 till 1<sup>st</sup> July, 2029 liable to retire by rotation, at an overall remuneration of Rs. 96 lacs p.a. subject to the overall ceiling on the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Executive Director and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps to give effect to the said resolution.”

### **ITEM NO. 03**

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

#### **Proposal of raising funds through issuance of securities by way of Qualified Institutional Placement**

**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of ₹ 1 each of the Company (“**Equity Shares**”) are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (the “**FEMA**”), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary



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Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, (the “**Debt Listing Regulations**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (“**MCA**”), the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Government of India (“**GoI**”), Stock Exchanges and/or any competent statutory, regulatory, governmental or any other authorities, whether in India or abroad (herein referred to as “**Applicable Regulatory Authorities**”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the members be and is hereby accorded to the Board to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted under applicable law), such number of Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants (all of which are hereinafter collectively referred to as “**Securities**”) in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, by way of qualified institutions placement (“**QIP**”), through issue of preliminary placement document, placement document and/or other permissible / requisite offer documents to qualified institutional buyers (“**QIBs**”) as defined under the SEBI ICDR Regulations, in accordance with Chapter VI of the SEBI ICDR Regulations, whether they be holders of Securities of the Company or not (collectively called the “**Investors**”), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of **upto ₹ 1000 Crores (Rupees One Thousand Crores only)** (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including security, rate of interest, etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board, in Indian Rupees as the Board in its absolute discretion may deem fit and appropriate (the “**Issue**”).



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**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (b) the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- (c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (d) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores, in accordance with Chapter VI of the SEBI ICDR Regulations;
- (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations; and
- (f) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.
- (g) no partly paid-up Equity Shares shall be issued/allotted;
- (h) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.”

**“RESOLVED FURTHER THAT** in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.”

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**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (c) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** any issue of Equity Shares made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- (b) the Securities to be created, offered, issued and allotted in terms of this Resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank \_\_\_\_\_ in all respects with the existing Securities of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, preliminary placement document or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

**RESOLVED FURTHER THAT** the Board or person(s) as may be authorized by the Board, be and is / are hereby severally authorized to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Chief Financial Officer or other persons authorized by the Board for appointing lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of Securities and obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares.



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### **Item No. 04**

#### **Increase in Authorized share capital of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 200,00,00,000/- (Rupees Two Hundred Crores) divided into 200,00,00,000 (Two Hundred Crore Only) equity shares of Rs. 1/- (Rupees One only) each to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crore) divided into 250,00,00,000 (Two Hundred Fifty Crore Only) equity shares of Rs. 1/- (Rupees One only) each by the creation of additional 50,00,00,000 (Fifty Crore only) equity shares of Rs. 1/- (Rupees One only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

**The Authorized Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crore) divided into 250,00,00,000 equity shares of Rs. 1/- (Rupees One only) each.**

**RESOLVED FURTHER THAT** Any of the Executive Director and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

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

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

**Date: 06 February, 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 Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 respectively ("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, February 02, 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, February 02, 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](http://www.easemytrip.com)), Stock Exchanges' website ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and on the website of Service Provider i.e. NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in compliance with the relevant Circulars.
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



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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 Wednesday, February 07, 2024 (9:00 A.M. IST) and end on Thursday, March 07, 2024 (5.00 P.M. IST) (both days inclusive). Members are requested

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### 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 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-</li> </ol>

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 CIN: L63090DL2008PLC17904

	<p>Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play     </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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</li> </ol>

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	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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*

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*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 :

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

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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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- 127739” in which you are holding shares and whose voting cycle.
2. Select “EVEN- 127739” 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](mailto:Manisha.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

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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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

#### **Item No. 1 & 2**

The Board, based on the recommendation of the Nomination and Remuneration Committee ("**the NRC**"), at its meeting held on December 11, 2023, has approved the change in designation of Mr. Prashant Pitti (DIN: 02334082) from Whole-time Director to Managing Director of the Company of the Company for the remaining period with effect from December 11, 2023 till July 01, 2024 (both days inclusive) subject to necessary approvals as may be required under applicable laws, in terms of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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**Further, the Board on the recommendation of the Nomination and Remuneration Committee (“the NRC”), at its meeting held on February 06, 2024 approved the re-appointment of Mr. Prashant Pitti for a further period of 5 years** with effect from July 02, 2024 till July 01, 2029 (both days inclusive) subject to necessary approvals as may be required under applicable laws, in terms of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The remuneration of Rs. 96 lakhs (Rupees Ninety Six Lakhs) to be paid to Mr. Prashant Pitti in capacity of Managing Director the of the Company will remain unchanged.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Prashant Pitti is competent to carry on the responsibilities entrusted to them as the Managing Director of the Company and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Prashant Pitti, the proposed remuneration, as stated above, is fair and reasonable.

The additional information in respect of appointment and remuneration of Mr. Prashant Pitti, pursuant to Regulation 36 of SEBI LODR, and the Secretarial Standard on General Meetings, is given in Annexure A, which forms part of this Notice.

Accordingly on the recommendation of the NRC, the Board recommends passing of the Resolution as set out at Item nos. 1 of this Notice, for approval by the Members of the Company.

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.

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 Thursday, March 07, 2024 (end date of Postal Ballot).

### **Item No. 02**

1. The special resolution contained in the Notice under Item No. 2 relates to a resolution passed by the Board on February 06, 2024 seeking approval of the members of the Company to raise further capital and to create, offer, issue and allot such number of Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants (“Securities”) by way of qualified institutions placement, in accordance with the SEBI ICDR Regulations and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.
2. This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹ 1000 Crores (Rupees One Thousand Crores only) or its equivalent in any foreign currency.
3. The Board shall, subject to applicable law, issue Securities, pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following:

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(a) investment in subsidiaries, joint ventures, associates or others (either through debt or equity or any convertible securities); (b) financing of business opportunities (which may either be organic or inorganic) within India and outside India; (c) funding organic and inorganic growth opportunities in respect of the Company's operations within India and outside India; (d) growing existing businesses or entering into new businesses in line with the Company's strategies; (e) augmenting long term cash resources; (f) working capital requirements of the Company and its subsidiaries; and (g) any other general purposes as may be permissible under applicable laws, as may be determined by the Board.

4. Basis or Justification of Price: The pricing of the Securities to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the provisions on pricing of Securities determined in accordance with Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board, to in accordance with applicable laws, offer a discount of not more than 5% (five percent) of such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

5. The "Relevant Date" for this purpose will be the date when the Board (including any committee thereof) decides to open the QIP for subscription or any other date identified in this respect in accordance with the SEBI ICDR Regulations.

6. As the Issue may result in the issue of Securities, including Equity Shares, of the Company to investors who may or may not be members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Page 17 of 18 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. The aforesaid proposal is in the interest of the Company and our Directors recommend the special resolution set out at Item No.2 of the accompanying Notice for approval by the Members of the Company.

8. The Promoters, Directors and KMPs of the Company shall not be eligible to subscribe to the proposed issue of Securities.

9. None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 1, except to the extent of Securities that may be subscribed to by qualified institutional buyers in which they are interested as Director or member or otherwise, subject to compliance with applicable laws.

10. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

11. Proposed time within which the allotment shall be completed: • In case of a QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 2 of this Notice. • The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for QIPs.



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12. the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

13. The Securities to be created, offered, issued and allotted in terms of this Resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank pari passu in all respects with the existing equity shares of the Company.

14. Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

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.

The Board recommends passing of the resolution as set out at Item No. 2 of this Notice for the approval of the members as Special Resolution.

### **Item No. 3**

The Company is proposing to raise further capital and to create, offer, issue and allot such number of Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants by way of qualified institutions placement, in accordance with the SEBI ICDR Regulations and all other applicable laws.

In view of the above, the existing authorised share capital of the Company i.e. ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of ₹ 1/- (Rupees One only) each is proposed to be increased to ₹ 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 2,50,00,00,000 (Two Hundred and Fifty Crores) Equity Shares of ₹ 1/- (Rupees One only) each . None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

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

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

**Date: February 06, 2024  
Place: Delhi**

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### ANNEXURE-A TO THE NOTICE

**Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards**

<b>Name of the Director</b>	Prashant Pitti
<b>Director Identification Number</b>	02334082
<b>Date of Birth, Age</b>	39 years
<b>Qualification</b>	Graduate from IIT Madras
<b>Brief profile and / or Recognition or awards</b>	He is graduate from IIT Madras and has approximately 17 years of experience in the travel, tourism, banking and social applications. He has also previously worked with HSBC and Capital One in the United States.
<b>Nature of Expertise in specific functional areas</b>	Branding, Media and Tourism Sector
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Mr. Prashant Pitti is brother of Mr. Nishant Pitti and Mr. Rikant Pittie (Promoter & Promoter Group)
<b>Terms and conditions of appointment</b>	As per the resolution at Item no. 1 of this Notice.
<b>Date of first appointment on the Board</b>	01-04-2016
<b>Last Remuneration drawn</b>	96 Lakh per annum
<b>Details of Remuneration sought to be paid</b>	96 Lakh per annum
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	18,23,27,120 equity share of Rs. 1/- each.
<b>Number of Meetings of the Board attended during the financial year</b>	6
<b>List of Directorships held in other companies</b>	Ultimate Infracity Private Limited Spree Hotels and Real Estate Private Limited Near Group Services Private Limited Yolobus Private Limited Opticap Holding India Private Limited
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	NA
<b>Memberships/ Chairmanships in committees across Listed Entities</b>	Easy Trip Planners Limited: Stakeholders Relationship Committee-Member Risk Management Committee- Member