

August 29, 2022

BSE Ltd. P J Towers, Dalal Street, Fort Mumbai – 400001 Scrip Code: 543272	National Stock Exchange of India Limited (NSE). Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Symbol: EASEMYTRIP
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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, copy of the Postal Ballot Notice dated August 26, 2022 along with explanatory statement, seeking approval of Members of the Company by way of Special Resolution for fund raising, increase in authorized share capital and MOA alteration are attached.

In compliance with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 and June 23, 2021 respectively issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Postal Ballot Notice have been sent electronically to all the shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent/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, August 19, 2022. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot and shareholders have been requested to communicate their assent or dissent through the remote e-voting system only provided by Registrar and Share Transfer Agent.

Remote e-voting period shall commence on Thursday, September 01, 2022 (09:00 A.M. IST) and end on Friday, September 30, 2022 (05.00 P.M. IST) (both days inclusive). The results of the remote e-voting shall be announced not later than by 05.00 P.M. (IST) on Tuesday, October 04, 2022 and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

Request you to kindly take the same on record.

Thanking you,

For Easy Trip Planners Limited



Priyanka Tiwari
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



EASY TRIP PLANNERS LIMITED

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

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

CIN No. L63090DL2008PLC179041

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014, each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Members,

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 and 02/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 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 view of the current circumstances prevailing due to COVID-19 pandemic and 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, August 19, 2022.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders 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.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 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 M/s. KFin Technologies Limited (“KFIN or KFinTech”), 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 Thursday, September 01, 2022 (9:00 A.M. IST) and end on Friday, September 30, 2022 (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 Friday, September 30, 2022

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 not later than by 5.00 P.M. (IST) on Tuesday, October 04, 2022 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 and BSE Limited 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 – Raising of the funds through issuance of securities of the Company and formation of the QIP Committee

To consider and, if thought fit, to pass the following Resolution as **Special Resolution:**

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 ₹ 2 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 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 such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time 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**”), 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 the consent, authority and approval of the

shareholders of the Company be and is hereby accorded to 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) 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 up to ₹ 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, Indian Rupees, as the Board in its absolute discretion may deem fit and appropriate (the “Issue”).

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 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;
- (d) in the event that non-convertible debt instruments along with warrants and convertible securities other than warrants are issued 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 Securities or any other date identified in this respect in accordance with applicable law, including the SEBI ICDR Regulations, 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;
- (e) 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; and

- (f) 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.

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 Securities 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 *pari passu* 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.

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 *suo moto* 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/ Company Secretary 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 Securities.

RESOLVED FURTHER THAT, Mr. Nishant Pitti Director, Mr. Rikant Pittie, Mr. Prashant Pitti Directors, Mr. Ashish Kumar Bansal, CFO and Ms. Priyanka Tiwari, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the stock exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.

Item No. 2 – Increase in Authorized share capital of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, the consent and approval of

the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 Twenty Five Crores Equity Shares of ₹ 2/- (Rupees Two only) each to ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crore Fifty Lakh) Equity Shares of ₹ 2/- (Rupees Two 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 ₹ 75,00,00,000/- (Rupees Seventy Five Crores) divided into 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT, Mr. Nishant Pitti Director, Mr. Rikant Pittie, Mr. Prashant Pitti Directors, Mr. Ashish Kumar Bansal, CFO and Ms. Priyanka Tiwari, Company Secretary of the Company be and are hereby severally authorised to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.

RESOLVED FURTHER THAT any of the Executive Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may

be forwarded to any concerned authorities for necessary action.

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

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

**Date: 26th August, 2022
Place: Delhi**

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. 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. KFIN (<https://evoting.kfintech.com>) in compliance with the relevant Circulars.
3. In view of the prevailing COVID-19 pandemic and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia

EASY TRIP PLANNERS LIMITED

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

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

CIN No. L63090DL2008PLC179041

conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 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, August 19, 2022.

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, August 19, 2022 ("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.

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.

To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by M/s. KFin Technologies Limited ("KFIN or KFinTech"), Registrar and Share Transfer Agent (RTA). Instructions for remote e-voting are provided in the Notice.

4. Remote e-voting period shall commence on Thursday, September 01, 2022 (9:00 A.M. IST) and end on Friday, September 30, 2022 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off

date, i.e. Friday, 19th August, 2022 (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 M/s. KFin Technologies Limited (“KFIN or Kfintech”), Registrar and Share Transfer Agent (RTA) for voting thereafter.

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 and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

Alternatively, member may send an e-mail request at the email id: einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address,

mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions. 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.

5. Results of Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting i.e. Tuesday, October 04, 2022, at the Corporate Office of the Company. The results declared 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 displayed on the Company’s website viz. www.easemytrip.com and on website of KFIN tech viz. <https://evoting.kfintech.com>
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Friday, September 30, 2022.

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

- (i) Remote e-voting period shall commence on Thursday, September 01, 2022 (9:00 A.M. IST) and end on Friday, September 30, 2022.
- (ii) (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 19, 2022 (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 KFIN tech for voting thereafter.
- (iii) During the remote e-voting period, Members can login at KFIN tech e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/24

2 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.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1. Members who have already registered and opted for IDeAS facility to follow below steps: (i) Visit URL: https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. (iii) On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting" (iv) Click on the company name or e-Voting Service Provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

	<p>2. For those Members who have not registered for the IDeAS e-Services facility of NSDL</p> <p>(i) To register click on link: https://eservices.nsd.com</p> <p>(ii) Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in points 1.</p> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Open URL: https://www.evoting.nsd.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) A new screen will open. Enter User ID ((that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-</p>		<p>Voting page</p> <p>(v) you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech</p> <p>(vi) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>Individual Shareholders holding securities in demat mode with CDSL</p> <p>1. Members who have already registered and opted for Easi / Easiest facility of CDSL to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com</p> <p>(ii) Go to Login and select New System Myeasi / Login to My Easi option under Quick Login</p> <p>(iii) Login with your registered user id and password for accessing Easi / Easiest.</p> <p>(iv) The user will see the e-Voting Menu.</p> <p>(v) Click on Company name or e-Voting service provider i.e. KFintech name to cast your vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the Easi/Easiest facility of CDSL</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
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	<p>n</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point 1</p> <p>3. For directly accessing the e-Voting module of CDSL by the Members:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>(vi) Click on the company name or select e-Voting service provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository	<p>Individual Shareholder login through their demat accounts / Website of Depository Participant.</p> <p>Individual Shareholder can also login using the login credentials of his/her demat account through his/her Depository.</p> <p>Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, he/she will be</p>

Participants	<p>able to see e-Voting option. Click on e-Voting option and he/she will be redirected to NSDL/CDSL Depository site (as may be applicable) after successful authentication wherein he/she can see e-Voting feature.</p> <p>Click on the company name or e-Voting service provider name i.e. Kfintech and then it will be redirected to e-Voting service provider website of KFin for casting his/her vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA i.e. KFintech which will include details of E-Voting Event Number (EVEN- 6913), USER ID and password.

Members are requested to use these credentials at below mentioned URL. They will have to follow the following process:

Launch internet browser by typing the URL:<https://evoting.kfintech.com/>

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6913, followed by folio number. In case of Demat account, User ID will be your DP ID and ClientID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

After entering these details appropriately, click on "LOGIN".

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first

login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

Once the password is changed, you need to login again with the new credentials.

On successful login, the system will prompt you to select the "EVENT" i.e. EASY TRIP PLANNERS LIMITED- 6913" and click on "Submit"

On the voting page, enter the number of shares (which represents the number of votes) as on the Record Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id manisha.pcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned

copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.

Contact details of RTA

Mr. Umesh Pandey, Manager
KFin Technologies Limited
Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana
Email ids: einward.ris@kfintech.com; umesh.pandey@kfintech.com
Website: <https://www.kfintech.com>; Toll free number: 1- 800-309-4001

ANNEXURE TO THE NOTICE

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

Item No. 1

1. The special resolution contained in the Notice under Item No. 1 relates to a resolution passed by the Board on August 26, 2022 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: (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

(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. 1 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. 1 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.
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. The Board recommends passing of the resolution as set out at Item No. 1 of this Notice for the approval of the members as special resolution.

Item No. 2

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., ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of ₹ 2/- (Rupees Two only) each is proposed to be increased to ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crore Fifty Lakh) Equity Shares of ₹ 2/- (Rupees Two 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
Company Secretary and Chief Compliance
Officer
Membership No. A50412**

**Date: 26th August 2022
Place: Delhi**