

# MAKEMYTRIP LIMITED

## WHISTLE BLOWER POLICY

The following procedures have been adopted by the Audit Committee of the Board of Directors (the “Audit Committee”) of MakeMyTrip Limited (the “Company”) to govern the receipt, retention and treatment of complaints regarding Improper Practices or Accounting Misconduct (both terms as defined below) with respect to the Company and its subsidiaries (collectively, the “Group”) and to protect the confidential and anonymous reporting of employee concerns regarding such practices. References herein to “employee” shall mean any employee of any entity in the Group.

### Purpose

The Company believes in the conduct of its business affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, ethical behavior and prudent commercial practices. The Company is committed to full and accurate financial disclosure and to maintaining the Group’s books and records in compliance with all applicable laws, rules and regulations. The Company has created the Whistle Blower Policy (the “Policy”) to govern all employees in helping the Group achieve the following objectives:

- To provide employees with an avenue to raise concerns, in line with the commitment of the Group’s philosophy of following the highest possible standards of ethical, moral and legal business conduct.
- To open a communication and alarm process to address issues regarding the Group’s business integrity.
- To provide necessary safeguards for the protection of employees from retaliation for whistle blowing in good faith.
- To detect, correct and prevent “Improper Practices,” such term being defined as actions (actual or suspected) that: (i) are not in line with applicable Group policy and philosophy; (ii) are unlawful; (iii) amount to serious improper or unethical conduct; (iv) constitute breaches of social and professional etiquette or constitute morally offensive behavior or (v) may constitute violations of law.

(iv) To detect, correct and prevent “Accounting Misconduct,” such term being defined as actions (actual or suspected) that constitute: (i) securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the U.S. Securities and Exchange Commission (the “SEC”) or the investing public; (ii) violations of SEC rules and regulations or any other laws applicable to the Group’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits; (iii) intentional error or fraud in the preparation, evaluation, review or audit of any financial statement of the

Group; (iv) significant deficiencies in or intentional noncompliance with the Group's internal accounting controls; (v) misrepresentations or false statements regarding matter contained in the financial records, financial reports or audit reports of the Group or (v) deviation from the full and fair reporting of the Group's financial condition.

## **Overview**

Employees will be given the opportunity to submit for review by the Company confidential and anonymous complaints regarding any Improper Practices or Accounting Misconduct or any other matters ("Complaints"). It is the policy of the Company to treat Complaints seriously and expeditiously.

Complaints will be reviewed under Audit Committee direction, with oversight by the heads of the Human Resources, Internal Audit and Legal departments and such other persons as the Audit Committee determines to be appropriate (collectively, "Company Counsel").

The Company will abide by all laws that prohibit retaliation or any adverse personnel action against employees who lawfully submit Complaints under the Policy.

In the event that the Company contracts with a third party to handle Complaints or any part of the Complaint process, the third party will comply with the Policy.

## **Procedures**

Any employee who wishes to file a Complaint is encouraged to do so within 90 calendar days from the date of the alleged offense. This time limit has been established to set a reasonable parameter for investigating and resolving Complaints (including but not limited to ensuring the availability of witnesses, the accurate recollection of events and timely remedial action). Complaints filed after 90 calendar day period shall be investigated at the discretion of Company Counsel and the Audit Committee.

Complaints shall be submitted via a Web form available on MakeMyTrip (MMT) Intranet, or by emailing to [Whistle.BlowingInt@makemytrip.com](mailto:Whistle.BlowingInt@makemytrip.com) or by calling the toll free number 000-800-100-1503 which is maintained by an external third party. The Complainant may choose to remain anonymous in which case his/her Internet Protocol (IP) address shall not be tracked or reported. Alternatively, employees may submit Complaints by dropping a note anonymously (at their election) using the "HR Suggestion Boxes" available at all the Company's premises. These Complaints will be forwarded confidentially to Company Counsel by the respective Human Resources representative immediately upon receipt. Company Counsel shall screen all Complaints received by either means and perform a preliminary inquiry within 72 hours of receipt to determine whether the Complaint is justified or frivolous. Frivolous Complaints shall be closed by Company Counsel, and valid Complaints shall be reported immediately to the Audit Committee.

Complainants need not provide their name or other personal information. Reasonable efforts will be used to conduct the investigation that follows from an employee Complaint in a manner that protects the confidentiality and anonymity of the employee submitting that Complaint. The Company will protect the confidentiality and anonymity of that employee to the fullest extent possible, consistent with the need to conduct an adequate review.

Vendors, customers, business partners and other parties external to the Group will also be given the opportunity to submit Complaints by e-mailing [Whistle.BlowingInt@makemytrip.com](mailto:Whistle.BlowingInt@makemytrip.com); however, the Company is not obligated to keep Complaints from non-employees confidential or to maintain the anonymity of non-employees.

Employees should, to the extent possible, use the Open Door Policy as defined below before resorting to the whistle blowing procedures.

### **Open Door Policy**

The Company's open door policy ("Open Door Policy") recommends that employees first discuss any issues or concerns with their supervisor, the next level of supervision or the local human resources representative. The purpose of the Open Door Policy is to encourage open communication, feedback and discussion about any matter of importance to an employee, allowing communication to take place from the bottom levels of Group to its top. Employees should 'blow the whistle' only if they have used the open door method and are dissatisfied with the outcome OR if they have a fear of retaliation for reporting misconduct through the open door procedures.

### **Treatment of Complaints**

1. Company Counsel shall review the Complaint and may investigate it themselves or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate or assist in investigating the Complaint. Company Counsel may direct that any individual assigned to investigate a Complaint work at the direction of or in conjunction with Company Counsel or any other attorney in the course of the investigation.
2. Unless otherwise directed by Company Counsel, the person assigned to investigate will conduct an investigation of the Complaint and report his or her findings or recommendations to Company Counsel. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator may also recommend such action.
3. Company Counsel (or the individual assigned by them) shall conclude their investigation promptly (but in any event within 180 days of receiving any Complaint), unless an extension of time is granted by the Audit Committee at its discretion. If any disciplinary, corrective or other action is required based on the findings and conclusion of Company Counsel (or the individual assigned by them), they shall promptly report such action to the Chairman of the Audit Committee. Notice to the Complainant of such action shall be

at the discretion of Company Counsel or the Audit Committee.

4. If determined to be necessary by Company Counsel or the Audit Committee, the Company shall provide for appropriate funding, as determined by Company Counsel or the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses; provided that funding in excess of \$20,000 with respect to the investigation of any individual Complaint must be approved by the Audit Committee.
5. At least once per each calendar quarter and whenever else as deemed necessary, Company Counsel shall submit a report to the Audit Committee, and any other member of Company management that the Audit Committee directs to receive such report, that summarizes each Complaint made within the last 12 months and shows specifically: (i) the complainant (unless anonymous, in which case the report will so indicate); (ii) a description of the substance of the Complaint; (iii) the status of the investigation; (iv) any conclusions reached by the investigator; and (v) findings and recommendations.
5. At any time with regard to any Complaint, Company Counsel may specify a different procedure for investigating and treating such a Complaint, such as when the Complaint concerns pending litigation.

## **Recourse**

In exceptional cases where the employee bringing the Complaint is not satisfied with the outcome of the investigation and the decision, he or she may make a direct appeal to the Chair of the Audit Committee.

## **Misuse of Policy**

An employee who knowingly makes a false Complaint shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures.

## **Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with Complaints are considered confidential information, and access will be restricted to Company Counsel, members of the Audit Committee, the Legal Department or outside counsel involved in investigating a Complaint, as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

## **Retention of Records**

All Complaints and documents relating to such Complaints made through the procedures outlined above shall be retained for at least five years from the date of the Complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

### **Notification**

The Company has notified employees about the existence and contents of the Policy through an online training program available at the Intranet site of the Company (“Online Training Program”). Online Training Program is mandatory for all employees. Upon its completion, all employees must electronically sign that they understand and shall abide by the Policy.

All newly hired employees shall be notified of the Policy and the mandatory Online Training Program by the Personnel Department. Upon completion of the Online Training Program, such employees shall submit an electronic signature attesting to their understanding of and compliance with the Policy. Each calendar quarter, the head of the Personnel Department shall submit a certificate duly signed by him/her to Company Counsel stating to the effect that all newly hired employees have been apprised of the Policy, and that such employees have successfully completed the Online Training Program.

The Policy, as amended from time to time, shall be made available on the Company website.