

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

OF

YATRA ONLINE LIMITED

(FORMERLY KNOWN AS YATRA ONLINE PRIVATE LIMITED)

PREAMBLE

The enactment of the Companies Act, 2013 (the Act) has brought to the fore a number of provisions which will help the directors and the companies to ensure better corporate governance. In terms of Regulation 25(7) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 (LODR), companies should familiarize the Independent Directors through various programmes so as to provide insights about the background of the company, their roles, responsibilities etc. In order to increase the Board's effectiveness, training needs are identified as being a mandatory requirement to enhance the skills and competencies. This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company's business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

APPLICABILITY OF REQUIREMENT TO TRAINING OF DIRECTORS OR FAMILIARIZATION PROGRAM

Provisions under the Act (as amended)

Schedule IV

Part III under Schedule IV requires the independent directors to regularly undertake induction for updating and refreshing their skills and knowledge and familiarity with the Company. The said Schedule also lays down the roles, responsibilities and the duties to be performed by independent directors.

SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Regulation 25(7) of SEBI (LODR) Regulations, 2015 requires the company to familiarize the independent directors with the nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors amongst others. The same does not lay down specific requirements that the same is to be for new director inducted on the board or that there should be a regular familiarization program for the directors. There is no prescribed periodicity under the Act regarding induction/training of the directors except that it should be regular. Further, as per Regulation 46(2)(i) of the LODR, the Company is required to disclose the details of such familiarization programs on the Company's website.

EXTERNAL FACILITATOR

The Company may hire an external facilitator and its role may consist of one or more of the following:

- i. To provide regular training on changes in dynamics of law so as to keep the directors updated with all necessary provisions to be fresh with legal provisions at all times.
- ii. To provide legal opinion and advisory as and when the need may arise in relation to corporate and allied laws as applicable to the Company.
- iii. Provide advisory on manner of disclosures required under the various provisions of corporate laws.
- iv. Facilitate in making comments on the draft policies of the company to ensure adherence to law.
- v. To keep abreast with the regulatory changes and the implications thereof.
- vi. Provide brief presentation as and when needed on the regulatory changes.
- vii. Provide training on any specific law requirements.
- viii. Provide insight on regulatory requirements in comparison to laws in other countries as well.

DISCLOSURE OF THE POLICY

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

REVIEW

This Familiarization Process shall be reviewed and revised by the Board as and when required.
