

**POLICY FOR THE DETERMINATION OF MATERIAL EVENTS AND
INFORMATION**

OF YATRA ONLINE LIMITED

(FORMERLY KNOWN AS YATRA ONLINE PRIVATE LIMITED)

1. Preamble, Objective and Scope

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The objective of this policy is to:

- a) determine the materiality and disclosure of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations;
- b) ensure that the Company complies with the disclosure obligations under the SEBI Listing Regulations;
- c) provide shareholders, investors and the market with timely, direct and equal access to material information issued by the Company;
- d) promote investor confidence in the integrity of the Company and its securities.

2. Interpretation

Words used in this policy shall have the same meaning ascribed to it in the Listing Regulations, SEBI Act or Rules and Regulations made thereunder and the Companies Act, 2013 or any other relevant legislation / law applicable to the Company.

If due to any reason any provision(s) / clause(s) of this Policy is rendered unlawful or unenforceable, than the Policy shall be read as excluding that clause(s) / provision(s).

3. Disclosure of material events or information

The Company shall ensure prompt disclosure of all material events / information and UPSI (that are intended to be made public or are required to be made public as per statutory regulations) to the stock exchanges where the securities of the Company are listed as soon as possible but not later than twenty-four hours from the occurrence of such event or information. Provided however that, the events or information stated in sub-para 4 of Schedule A of this Policy shall be disclosed within 30 minutes of the conclusion of the board meeting. The disclosure of events or information to the stock exchanges shall be made as follows:

- i. The events specified in Annexure A of this Policy, on occurrence, will be considered material irrespective of their size, volume, frequency or any other criteria.
- ii. The events specified in Annexure B of this Policy and events or information with respect to subsidiaries which are material for company shall be disclosed upon application of the guidelines for materiality as per clause 4 of the Policy.
- iii. The events or information other than specified in Annexure A and B viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the company which may be necessary to enable the holders of securities of the company to appraise its position and to avoid the establishment of a false market in such securities, will be evaluated for materiality on case to case basis.

4. Criteria for determination of Materiality

The materiality of events / information shall be determined on case to case basis depending on specific facts and circumstances relating to respective information/event(s). In terms of Regulation 30 (4)(ii), the Company shall follow the following criteria specified in sub-regulation 30(4)(i) for determination of the materiality:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- c) where the criteria specified in sub-clauses (a) and (b) are not applicable, an event / information may be treated as being material, if in the opinion of the board of directors of the Company or the person(s) authorized by the Board of Directors, the event / information is considered material.

5. Responsibility for determination of materiality of events/ information

Whole Time Director cum CEO along with Chief Financial Officer or Company Secretary of the Company shall be responsible for determining the materiality and prompt disclosure of an event and ensuring overall compliance of this Policy.

6. Exceptions to the disclosure of material event or information

The provisions of this Policy shall not be applicable w.r.t. any event / information, disclosure of which shall be a breach of a law.

7. Dissemination of Policy

The policy shall be hosted on the website of the Company at www.yatra.com.

8. Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

9. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation / merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:

- i) acquiring control, whether directly or indirectly; or,
 - ii) acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that:
 - a) The company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company or;
 - b) There has been a change in holding from the last disclosure made under sub clause a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
 3. Revision in Rating(s);
 4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) declaration of dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken;
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the Company from stock exchange(s).
 5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or promoter;
7. Change in Directors, Key Managerial Personnel, auditor and Compliance Officer;
8. Appointment or discontinuation of share transfer agent;
9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;
 - (iii) Finalization of Resolution Plan;
 - (iv) Implementation of Resolution Plan;
 - (v) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.
10. One time settlement with a bank;
11. Reference to BIFR and winding-up petition filed by any party / creditors;
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
13. Proceedings of Annual and Extraordinary General Meetings of the Company;
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

Annexure B

Events / information which shall be disclosed upon application of test of materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division other than in the ordinary course of business;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launches other than in ordinary course of business;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the company.
8. Litigation(s) / dispute(s) / regulatory action(s).
9. Fraud/defaults etc. by Directors (other than key managerial personnel) or employees of company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.