



POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

OF

YATRA ONLINE LIMITED

(FORMERLY KNOWN AS YATRA ONLINE PRIVATE LIMITED)

(Adopted on March 16, 2022)

(Amended with effect from November 14, 2023)



Introduction

The Board of Directors of Yatra Online Limited (“the Board”) has adopted following Policy and procedures with regard to Materiality of Related Party Transactions and dealing with Related Party Transactions of the Company.

Purpose

The Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (“Listing Regulations”) requires all listed companies to formulate a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions including clear threshold limits duly approved by the Board of Directors. This Policy has been framed for complying with above requirement.

Definitions

- i. **“Act”** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.
- ii. **"Arm’s Length Transaction"** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- iii. **“Associate Company”** shall mean “Associate Company” as defined in Section 2 (6) of the Companies Act, 2013.
- iv. **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.
- v. **“Company”** means **Yatra Online Limited**.
- vi. **“Director”** means a person as defined in Section 2 (34) of the Companies Act, 2013.
- vii. **“Employees”** shall mean the employees and office-bearers of the Company, including but not limited to Directors.
- viii. **"Key Managerial Personnel"** shall mean “Key Managerial Personnel” as defined in Section 2 (51) of the Companies Act, 2013 read with related rules issued thereon.
- ix. **“Material Modification”** means any modification made in the value of any ongoing or proposed Related Party Transaction, as originally approved by the Audit Committee and/or shareholders, which has the effect of variation in the approved value of the transaction, by 25% or more or by which the transaction ceases to be in ordinary course and/or on arm’s length basis or such other parameter as may be determined by the Audit Committee from time to time.



- x. **“Material Related Party Transaction”** In accordance with Regulation 23 of the Listing Regulations, shall mean any related party transaction/ transactions, to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

- xi. **“Office or Place of Profit”** means any office or place:
- a) where such office or place is held by a director, if the director holding it receives from the Company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
 - b) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.”
- xii. **“Ordinary Course of Business”** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum & Articles of Association. The Audit Committee may lay down principles from time to time for determining ordinary course of business in accordance with statutory requirements and other industry practices and guidelines.
- xiii. **“Policy”** means Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions.
- xiv. **“Relative”** shall mean “relative” as defined in section 2(77) of the Companies Act, 2013 and rules, as amended, prescribed there under.
- xv. **“Related Party”** shall mean a related party as defined under Section 2(76) of the Act, and as per the applicable Indian Accounting Standards (Ind As) notified by the Ministry of Corporate Affairs, as amended from time to time or such other person as is a related party as per Listing Regulations.



Provided that:

- a) any person or entity forming a part of the promoter or promoter group of the Company; or
- b) any person or entity, holding equity shares:
 - (i) of 20% or more; or
 - (ii) of 10% or more, with effect from April 01, 2023;in the Company either directly or a beneficial interest basis as provided under Section 89 of the Act, at any time, during the immediate preceding financial year, shall be deemed to be related party.

- xvi. **“Related Party Transaction or Transactions”** means a transfer of resources, services or obligations between:
- (i) a Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
 - (ii) a Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries, with effect from April 01, 2023

regardless of whether a price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transaction in a contract.

but does not include the following:-

- a. the issue of specified securities on a preferential basis, subject to compliance of the requirement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - (i) payment of dividend;
 - (ii) subdivision or consolidation of securities;
 - (iii) issuance of securities by way of a right issue or a bonus issue; and
 - (iv) buy-back of securities.

Policy Procedure

A. Identification of Potential Related Party Transactions

For the purpose of identification of Potential Related Party Transactions, each director and Key Managerial Personnel shall give notice of disclosure of interest on an annual basis and upon any subsequent modifications in the last disclosure provided. The Company shall ensure that no transaction is entered into with any Related Party without requisite approvals.



B. Review and Approval of Related Party Transactions

I. Audit Committee approval

As per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013, all the Related Party Transactions and subsequent material modifications, other than the transaction already approved by Board of Directors, or any Committee constituted thereunder shall require the prior approval of the Audit Committee whether at a meeting or by resolution by circulation (except transactions which are not in the ordinary course of business or which are not on arm's length basis) or any other manner as provided by the Act or Rules made thereunder or Listing Regulations from time to time, subject to the following:

Omnibus Audit Committee approval

The Audit Committee may grant omnibus approval for Related Party Transactions provided it is satisfied that there is a need to grant such approval and the same is in the interest of the Company. Such approval may be granted by Audit Committee for the proposed transactions subject to the following:

- Transactions are repetitive/frequent in nature,
- Transactions are conducted at Arm's Length basis,
- Transactions are in the ordinary course of business.

II. Such omnibus approval shall specify the following

- Name/s of the related party,
- Nature of transaction,
- Period of transaction,
- Maximum amount of transaction that can be entered with related party,

- The indicative base price/current contracted price, as applicable, and the formula for variation in the price, if any, and such other conditions as the Audit Committee may deem fit.

Such transactions will be deemed to be pre-approved and may not require any further approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied/amended. Any proposed variations/amendments to these factors shall require a prior approval of the Audit Committee.



- III. Provided that where the need for related party transaction cannot be foreseen and the aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions, subject to their value not exceeding Rs. 1 Crore per transaction.
- IV. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given. Further, such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of the same.

Further, to facilitate review of each Related Party Transaction, the Audit Committee will be provided with the following information:

- a) Type, material terms and particulars of the proposed transaction;
- b) Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);
- c) Tenure of the proposed transaction (particular tenure shall be specified);
- d) Value of the proposed transaction;
- e) The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- f) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:
 - (i) details of the source of funds in connection with the proposed transaction;
 - (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness;
 - cost of funds; and
 - tenure;
 - (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- g) Justification as to why the RPT is in the interest of the Company;
- h) A copy of the valuation or other external party report, if any such report has been relied upon;
- i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- j) Any other information that may be relevant.

Furthermore, any related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the



value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover, as per the last audited financial statements of the Company.

Furthermore, with effect from April 01, 2023, a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Board of Directors and Shareholders' approval

In accordance with Section 188 of the Companies Act, 2013 and Listing Regulations, the Board of Directors and Shareholders of the Company shall accord prior approval for Related Party Transactions, subject to the following:

Board of Directors and Shareholders' approval in terms of Companies Act, 2013

All Related Party Transactions which are either not on arm's length basis or not in the Ordinary Course of Business shall be recommended by the Audit Committee for the approval of the Board of Directors.

All related party transactions which are not in the ordinary course of business, or not at arm's length price and exceed certain thresholds prescribed under the Companies Act, 2013 including Rules, shall also require the requisite shareholders' approval.

Board of Directors and Shareholders' approval in terms of Listing Regulations

The Listing Regulations require a Company to provide materiality thresholds for transactions beyond which the shareholders' approval will be required by way of a resolution. The Company shall consider such transaction, as prescribed under Explanation to Regulation 23(1) the Listing Regulations (i.e. transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeding rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company), as material transaction. Accordingly, in terms of Regulation 23 of the Listing Regulations, all Material Related Party Transaction shall be recommended by the Board of Directors to the Shareholders for their requisite approval.

No entity falling under the definition of related party shall vote to approve such resolutions irrespective of whether the entity is a related party to the particular transaction or not.

Related Party Transactions not approved under this Policy

If a Related Party Transaction is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transactions, and shall evaluate all options available to the Company, including ratification by it or recommending the Board for their ratification or seeking approval of Shareholders, revision or termination of the Related Party Transactions.



Disclosures

- Particulars of contracts or arrangements with Related Parties referred to in sub Section (1) of Section 188 shall be disclosed in the Directors Report pursuant to any statutory requirement, if any.
- Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report. In addition to the above, the Company shall disclose related party transactions in the format as specified by the Securities and Exchange Board of India, from time to time, and publish the same on its website.

Provided that the Company shall make such disclosures every six months on the date of publication of its Standalone & Consolidated Financial Results.

Interpretation

- Any words used in this Policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder Accounting Standards or any other relevant legislation / law applicable to the Company.
- In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term /provision, the Audit Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

Policy Review

This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the provisions of the Companies Act, 2013, Listing Regulations or any other regulations (“the Regulations”) which makes any of the provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed and recommended by the Audit Committee at least once in every three years or as and when any changes are to be incorporate in the Policy due to change in the Regulations or as may be felt appropriate by the Audit Committee, whichever is earlier for approval of the Board of Directors. Any changes or modification on the Policy as recommended by the Audit Committee would be presented for review and approval of the Board of Directors.
