

YATRA ONLINE, INC.

AUDIT COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Audit Committee of the Board of Directors (the “**Audit Committee**”) of Yatra Online, Inc. (the “**Company**”) are to:

- assist the Board of Directors of the Company (the “**Board**”) in its oversight of the integrity of the Company’s financial statements, and the Company’s compliance with legal and regulatory requirements;
- oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements;
- take, or recommend that the Board take, appropriate action to oversee the qualifications, independence and performance of the Company’s independent auditors;
- Review the report required by the rules of the U.S. Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual report or proxy statement;
- oversee the procedures for addressing complaints and concerns regarding accounting, internal accounting controls or auditing matters; and
- review related person transactions.

Notwithstanding the exercise of the responsibilities and duties of the Audit Committee, the sole authority and responsibility for making key policy and strategic decisions in respect of the Company shall remain at all times with the Board.

II. Composition

The Audit Committee shall consist of at least three (3) members of the Board, each of whom must: (1) be “independent” as defined in Rule 5605(a)(2) under the Listing Rules of The Nasdaq Stock Market LLC (the “**Nasdaq Rules**”); (2) meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act; and (3) not have participated in the preparation of the financial statements of the Company or a current subsidiary of the Company at any time during the past three years.

Notwithstanding the foregoing, one director who (1) is not “independent” as defined in Rule 5605(a)(2) under the Nasdaq Rules; (2) satisfies the criteria for independence set forth in Section 10A(m)(3) of the Exchange Act and the rules thereunder and (3) is not a current officer or employee or a Family Member (as defined in the Exchange Act) of

such officer or employee, may serve on the Audit Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Audit Committee by the director is required for the best interests of the Company and its shareholders, and the Company complies with the disclosure requirements set forth in Item 407(d)(2) of Regulation S-K. A director serving on the Audit Committee under this exception may not serve on the Audit Committee for more than two years and may not chair the Audit Committee.

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or comparable experience or background that results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Audit Committee must qualify as an "audit committee financial expert" as defined under the rules promulgated by the SEC.

The members of the Audit Committee shall be appointed by the Board and may be replaced or removed by the Board with or without cause. The composition of the Audit Committee shall be reviewed by the Board annually. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Audit Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Audit Committee to be Chairperson (the "**Chairperson**") of the Audit Committee. In the absence of selection of Chairperson of the Committee by the Board or if Chairperson is not present within five minutes after the time appointed for the meeting to commence the members of the Committee shall designate a Chairperson of the meeting by majority of votes of the members present. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Audit Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Audit Committee or any subcommittee thereof.

III. Compensation

A member of the Audit Committee may not, other than as a member of the Audit Committee, the Board or any other committee established by the Board, receive directly or indirectly any consulting, advisory or other compensatory fee from the Company. A member of the Audit Committee may receive additional directors' fees to compensate such member for the significant time and effort expended by such member to fulfill his or her duties as an Audit Committee member.

IV. Meetings

The Audit Committee shall meet as often as it deems is appropriate, but not less frequently than quarterly. The Audit Committee can meet in person or by video or telephone conference or such other means by which all participants in the meeting can

hear each other. A majority of the members or two members of the Audit Committee, whichever is lower, shall constitute a quorum for purposes of holding a meeting, and the Audit Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent (which may include electronic consent). The Chairperson of the Audit Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Audit Committee Charter (“**Charter**”).

No one other than the Audit Committee members is entitled to be present at a meeting of the Audit Committee but others may attend at the invitation of the Committee.

The Secretary of the Company shall act as Secretary to the Audit Committee or in the absence of a Secretary, any member of the Committee or other officer of the Company may be designated as the Secretary of the meeting.

Meetings of the Committee may be called by any member or a director or other officer of the Company on the direction of a director or member.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than two days before the date of the meeting and such notice may also be waived by all the members either at, before or after the meeting is held. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, the minutes will be signed.

Periodically, the Audit Committee may also meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors.

V. Responsibilities and Authority

A. Matters Relating to Selection, Performance and Independence of Independent Auditors

- The Audit Committee shall be directly responsible for appointing, retaining terminating, and determining the compensation of the Company’s independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Audit Committee may consult with management in fulfilling these duties, but may not delegate these responsibilities to management.

- The Audit Committee shall be directly responsible for overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting).
- The Audit Committee shall instruct the independent auditors that the independent auditors shall report directly to the Audit Committee.
- The Audit Committee shall pre-approve all auditing services and the terms of those services (which may include providing comfort letters in connection with securities underwritings) and non-audit services to be provided to the Company by the independent auditors (other than non-audit services if the “de minimis” provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied and non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board (the “PCAOB”)). The Audit Committee may delegate authority to pre-approve audit and non-audit services to its Chairperson, who shall report all pre-approval decisions to the Audit Committee at its next scheduled meeting.
- The Audit Committee may review and approve the scope and staffing of the independent auditors’ annual audit plan(s).
- The Audit Committee shall (1) request that the independent auditors provide the Audit Committee with the written disclosures and the letter required by PCAOB Rule 3526 (“**Rule 3526**”), (2) require that the independent auditors submit to the Audit Committee at least annually a formal written statement describing all relationships between the independent auditors or any of its affiliates and the Company or persons in financial reporting oversight roles at the Company that might reasonably be thought to bear on the independence of the independent auditors, (3) discuss with the independent auditors the potential effects of any disclosed relationships or services on the objectivity and independence of the independent auditors, (4) require that the independent auditors provide to the Audit Committee written affirmation that the independent auditor is, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520, and (5) based on such disclosures, statement, discussion and affirmation, take or recommend that the Board take appropriate action in response to the independent auditors’ report to satisfy itself of the independent auditors’ independence. In addition, before approving the initial engagement of any independent auditor, the Audit Committee shall receive, review and discuss with the audit firm all information required by, and otherwise take all actions necessary for compliance with the requirements of Rule 3526. References to rules of the PCAOB shall be deemed to refer to such rules and to any substantially equivalent rules adopted to replace such rules, in each case as subsequently amended, modified or supplemented.

- The Audit Committee may consider whether the provision of non-audit services that were rendered to the Company's investment adviser (other than any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser) and any affiliate of the investment adviser pursuant to Item 9(e)(8) of Schedule 14A of the Exchange Act (or any successor provision) is compatible with maintaining the independent auditors' independence.
- The Audit Committee shall evaluate the independent auditors' qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the full Board. As part of such evaluation, at least annually, the Audit Committee shall:
 - (i) obtain and review a report or reports from the independent auditors describing (1) the independent auditors' internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review or peer review of the independent auditors or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to address any issues that were identified, and (3) to assess the independent auditors' independence and all relationships between the independent auditors and the Company;
 - (ii) review and evaluate the performance of the independent auditors and the lead partner (and the Audit Committee may review and evaluate the performance of other members of the independent auditors' audit staff); and
 - (iii) assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.

In this regard, the Audit Committee also shall (1) seek the opinion of management and the internal auditors of the independent auditors' performance and (2) consider whether, in order to assure continuing auditor independence, the audit firm engaged by the Company to serve as independent auditors should be regularly changed.

- The Audit Committee may establish, or recommend to the Board, policies with respect to the potential hiring by the Company of current or former employees of the independent auditors.

B. Audited Financial Statements and Annual Audit

- The Audit Committee shall review the overall audit plan (both internal and external) with the independent auditors and the members of management responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer or principal financial officer (the Chief Financial Officer and such other officer or officers are referred to collectively as the **"Senior Accounting Executive"**).
- The Audit Committee shall review and discuss with management (including the Company's Senior Accounting Executive) and with the independent auditors, the Company's annual audited financial statements, including (a) all critical accounting policies and practices used or to be used by the Company, (b) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of the Company's Annual Report on Form 20-F or Form 10-K (as applicable) and (c) any significant financial reporting issues that have arisen in connection with the preparation of the audited financial statements. The Audit Committee shall also review and discuss with the independent auditor the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each identified matter will be described in the auditor's report.
- The Audit Committee must review:
 - (i) any analyses prepared by management, the internal auditors, if any, and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Audit Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, and the treatment preferred by the independent auditors. The Audit Committee may also consider other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences;
 - (ii) major issues as to the adequacy of the Company's internal controls and any special audit steps taken in light of material control deficiencies;
 - (iii) major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
 - (iv) the effects of regulatory and accounting initiatives, as well as off-

balance sheet transactions and structures, on the Company's financial statements of the Company.

- (v) the certifications made by the Company's principal executive officer and principal financial officer.
- The Audit Committee shall review and discuss with the independent auditors (outside of the presence of management) how the independent auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the independent auditors that Section 10A(b) of the Exchange Act has not been implicated.
- The Audit Committee shall review and discuss with the independent auditors any audit problems or difficulties and management's response thereto. This review shall include (1) any difficulties encountered by the independent auditors in the course of performing their audit work, including any restrictions on the scope of activities or their access to information, (2) any significant disagreements with management, and (3) a discussion of the responsibilities, budget and staffing of the Company's internal audit function. This review also may include:
 - (i) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise);
 - (ii) any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement; and
 - (iii) any management or internal control letter issued, or proposed to be issued, by the independent auditors.
- The Audit Committee shall discuss with the independent auditors those matters brought to the attention of the Audit Committee by the independent auditors pursuant to Public Company Accounting Oversight Board ("PCAOB") AS 1301 Communications with Audit Committees (as may be amended, "AS 1301").
- The Audit Committee also shall review and discuss with the independent auditors the report required to be delivered by the independent auditors pursuant to Section 10A(k) of the Exchange Act.
- If brought to the attention of the Audit Committee, the Audit Committee shall discuss with the CEO and CFO of the Company (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other

employees who have a significant role in the Company's internal control over financial reporting.

- Based on the Audit Committee's review and discussions (1) with management of the audited financial statements, (2) with the independent auditors of the matters required to be discussed by AS 1301, and (3) with the independent auditors concerning the independent auditors' independence, the Audit Committee shall make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 20-F or Form 10-K (as applicable) for the last fiscal year.

The Audit Committee shall prepare the Audit Committee report required by Item 407(d)(3) of Regulation S-K of the Exchange Act (or any successor provision) to be included in the Company's annual report or proxy statement to the extent such provision is applicable to the Company.

C. Internal Auditors

- The Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation may include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors, as well as their independence and any relationships or services that might impact their objectivity and independence.
- In connection with the Audit Committee's evaluation of the Company's internal audit function, the Audit Committee may evaluate the performance of the senior officer or officers responsible for the internal audit function.

D. Unaudited Quarterly Financial Statements

- The Audit Committee shall discuss with management and the independent auditors, before the filing of the Company's quarterly earnings releases on Form 6-K (or, following transition of the Company to domestic issuer status, Quarterly Reports on Form 10-Q), (1) the Company's quarterly financial statements and the Company's related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," (2) such issues as may be brought to the Audit Committee's attention by the independent auditors pursuant to PCAOB AS 4105, and (3) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements.

E. Earnings Press Releases

- The Audit Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and

rating agencies, including, in general, the types of information to be disclosed and the types of presentations to be made (paying particular attention to the use of “pro forma” or “adjusted” non-GAAP information).

F. Risk Assessment and Management

- The Audit Committee shall discuss the guidelines and policies that govern the process by which the Company’s exposure to financial, accounting and financial statement risk is assessed and managed by management.
- The Audit Committee shall periodically review the Company’s enterprise risk management framework and major risk exposures, including the Company’s enterprise risk processes.
- In connection with the Audit Committee’s discussion of the Company’s financial, accounting and financial statement risk assessment and management guidelines, it may consider the Company’s major risk exposures, including financial, operational, privacy, security, cyber security, competition, legal, regulatory, hedging and accounting risk exposures and the steps that the Company’s management has taken to monitor and control such exposures.

G. Procedures for Addressing Complaints and Concerns

- The Audit Committee shall establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Audit Committee may review and reassess the adequacy of these procedures periodically and adopt any changes to such procedures that it deems necessary or appropriate.

H. Regular Reports to the Board

- The Audit Committee shall regularly report to and review with the Board any issues that arise with respect to the quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements, the performance and independence of the independent auditors, the performance of the internal audit function and any other matters that the Audit Committee deems appropriate or is requested to review for the benefit of the Board.

I. Review of Charter

- The Audit Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board any amendments or modifications it deems appropriate.

J. Performance Evaluation of the Audit Committee

- It may perform, at such intervals as may be required from time to time, performance evaluation of the Audit Committee and report to the Board on the results of such evaluation.

VI. Additional Authority

The Audit Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

A. Engagement of Advisors

- The Audit Committee may engage independent counsel and such other advisors it deems necessary or advisable to carry out its responsibilities and powers, and, if such counsel or other advisors are engaged, shall determine the compensation or fees payable to such counsel or other advisors.

B. Legal and Regulatory Compliance

- The Audit Committee may discuss with management and the independent auditors and review with the Board the legal and regulatory requirements applicable to the Company and its subsidiaries and the Company's compliance with such requirements. After these discussions, the Audit Committee may, if it determines it to be appropriate, make recommendations to the Board with respect to the Company's policies and procedures for complying with legal and regulatory requirements.
- The Audit Committee may discuss with management legal matters (including pending or threatened litigation) that may have a material effect on the Company's financial statements or its policies and procedures for complying with legal and regulatory requirements.

C. Related Person Transactions

- The Audit Committee shall review and approve all related party transactions of the Company in accordance with the policies of the Company in effect from time to time.

D. General

- The Audit Committee may establish and delegate authority to carry out its responsibilities to one or more subcommittees consisting of one or more of its members.
- The Audit Committee may perform such other functions as the Board may request.
- In performing its oversight function, the Audit Committee shall be entitled to rely on advice and information it receives from management, the independent auditors or other experts, advisors and professionals whom it may consult.
- The Audit Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors or any other professional retained by the Company to meet with the Audit Committee or its members or advisers.
- The Audit Committee is authorized to incur ordinary administrative expenses in performing its duties.

Notwithstanding the responsibilities and powers of the Audit Committee set forth in this Charter, the Audit Committee does not have the responsibility of planning or conducting audits of the Company's financial statements or determining whether the Company's financial statements are complete, accurate and in accordance with GAAP. In addition, the Audit Committee does not have the responsibility to conduct investigations or to ensure compliance with laws and regulations or the Company's Code of Business Conduct and Ethics.

RE-ADOPTED: 21st July, 2025