



August 08, 2025

Listing Manager, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400051, India Symbol: YATRA ISIN No.: INE0JR601024	Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001, India Scrip Code: 543992 ISIN No.: INE0JR601024
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Sub: Outcome of the Meeting of the Board of Directors of Yatra Online Limited ("the Company")

In furtherance of our letter dated August 01, 2025 and pursuant to the provisions of Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), the Board of Directors at its meeting held today i.e. Friday, August 08, 2025 which commenced at 02:00 PM (IST) and concluded at 06:30 P.M, has, *inter-alia*, considered and approved the following:

A. Un-audited Standalone and Consolidated Financial Results for the quarter ended June 30, 2025:

Un-audited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2025, as recommended by the Audit Committee. The Statutory Auditors have carried out a 'Report on Limited Review' of the Standalone and Consolidated Financial Results for the quarter ended June 30, 2025.

Accordingly, please find enclosed herewith a copy of the Un-audited Standalone and Consolidated Financial Results along with the Limited Review Report issued by the Statutory Auditors of the Company as **Annexure A**.

B. Re-appointment of M/s. Ernst & Young LLP as Internal Auditors of the Company:

Re-appointment of M/s. Ernst & Young LLP as Internal Auditor of the Company, based upon the recommendation of the Audit Committee of the Board of Directors, for the Financial Year 2025-26 pursuant to the applicable provisions of the Companies Act, 2013. Further, the prescribed details and their brief profile in this respect are enclosed herewith as **Annexure B**.

C. Appointment of M/s. Chandrasekaran Associates as Secretarial Auditors of the Company:

Appointment of M/s. Chandrasekaran Associates, a Peer-Reviewed firm of Company Secretaries in practice (Firm Registration Number: P1988DE002500), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company pursuant to the applicable provisions of the Companies Act,

Yatra Online Limited

www.yatra.com

Registered Office:

Unit No. B-2/101, 1st Floor, Marathon Innova Building,
 Marathon Nextgen Complex, B-Wing, G. Kadam Marg,
 Opp. Peninsula Corporate Park, Lower Parel (West),
 Mumbai-400013, Maharashtra.
 T: +91 22 44357700

Corporate Office:

Gulf Adiba, 4th Floor, Plot No. 272, Udyog Vihar,
 Phase - II, Sector 20, Gurugram, Haryana -122008
 T: +91 0124 4591700
 E: legal@yatra.com



2013 and Listing Regulations. Further, the prescribed details and their brief profile in this respect are enclosed herewith as **Annexure C**.

The above information will also be available on the website of the Company at www.yatra.com.

This is for your information and records.

Thanking You,

Yours sincerely,

For Yatra Online Limited

Darpan Batra
Company Secretary and Compliance Officer
M. No. A15719

Encl.: As above

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Independent Auditor's Review Report on unaudited standalone financial results of Yatra Online Limited for the quarter pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To The Board of Directors of Yatra Online Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Yatra Online Limited (hereinafter referred to as 'the Company') for the quarter ended June 30, 2025 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to note 1B to the financial results regarding queries received by the Company from National Stock Exchange and the Securities and Exchange Board of India (SEBI) in respect of deposits /advances aggregating INR 3,391.44 million given from the IPO proceeds till June 30, 2024, as brought to our attention by the Management. The Company has responded to these clarifications. Based on legal opinions, the management is of the view that aforesaid classification of the utilization is in accordance with the Object Clause of the Offer Document complying with applicable regulations.

Our conclusion is not modified in respect of this matter.



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6. The Statement of the Company for the quarter ended June 30, 2024, was reviewed by another auditor whose report dated August 12, 2024 expressed an unmodified opinion on that Statement.

Our conclusion is not modified in respect of the above matter.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

Bhaswar Sarkar

Bhaswar Sarkar
Partner

Membership No. 055596
UDIN: 25055596BNULBP8419



Place: Gurugram
Date: August 08, 2025

Yatra Online Limited

Regd. Off.: B2/101, 1st Floor Marathon Innova, Marathon Nextgen Complex, B Wing, G. Kadam Marg, Opp. Peninsula Corp Park, Lower Parel (W),
Corp. Off.: Gulf Adiba, Plot 272, 4th Floor, Udyog Vihar, Sector 20, Phase II, Gurugram, Haryana, India – 122 008

Website: www.yatra.com; E-mail: investors@yatra.com

CIN: L63040MH2005PLC158404

Statement of Unaudited Standalone Financial Results for the quarter ended June 30, 2025

(Amount in millions INR, unless otherwise stated)

Particulars	Quarter Ended			Year ended
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	Unaudited	Audited (Refer Note 4)	Unaudited (Refer Note 5)	Audited
Income				
Revenue from operations	1,055.00	1,087.85	659.72	4,932.64
Other income	58.43	74.18	87.26	326.94
Total income	1,113.43	1,162.03	746.98	5,259.58
Expenses				
Service cost	466.47	532.64	201.34	2,784.67
Employee benefit expenses	140.19	150.37	147.04	599.49
Marketing and sales promotion expenses	85.48	98.73	91.23	410.33
Payment gateway charges	92.03	105.17	91.21	380.62
Depreciation and amortisation	67.87	64.80	56.64	249.70
Finance costs	13.10	16.11	20.04	70.06
Other expenses	174.59	141.22	118.10	589.89
Total expenses	1,039.73	1,109.04	725.60	5,084.76
Profit before tax for the period/year	73.70	52.99	21.38	174.82
Tax expense				
Current tax expense	-	-	-	-
Deferred tax (benefit)/expense	-	-	-	-
Profit for the period/year	73.70	52.99	21.38	174.82
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement loss on defined benefit plan	(0.39)	(0.58)	(1.84)	(2.36)
Income tax gain/(expense) related to items that will not be reclassified through profit or loss	-	-	-	-
Other comprehensive loss for the year, net of income tax	(0.39)	(0.58)	(1.84)	(2.36)
Total comprehensive income for the period / year (Comprising Profit and other comprehensive income for the period / year)	73.31	52.41	19.54	172.46
Paid up equity share capital	156.92	156.92	156.92	156.92
Face value of the share	1	1	1	1
Other equity				7,009.69
Earnings per share of face value INR 1 each				
Basic Earnings/ per share	0.47	0.34	0.14	1.11
Diluted Earnings/per share	0.47	0.34	0.14	1.11

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Yatra Online Limited
Notes to the Unaudited Standalone Financial results for the quarter ended June 30, 2025

1A. During the quarter ended September 30, 2023, the Company has completed its initial public offer (IPO) of 54,577,465 equity shares of face value of INR 1 each at a issue price of INR 142 per share, comprising fresh issue of 42,394,366 shares and offer for sale of 12,183,099 shares by selling shareholders. The equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on September 28, 2023.

The Company had incurred INR 415.69 million as IPO related expenses and allocated such expenses between the Company INR 323.05 million and selling shareholders INR 92.64 million. Such amounts were allocated based on agreement between the Company and selling shareholders and in proportion to the total proceeds of the IPO. Out of Company's share of expenses of INR 323.05 million, INR 190.00 million has been adjusted with securities premium.

Details of utilisation of net IPO Proceeds of INR 20.85 million during the quarter, are as follows:

(Amount in millions INR)					
S.No	Objects of the Issue	Amount as proposed in Offer Document	Amount Unutilised up to March 31, 2025	Amount Utilised during the quarter	Amount Unutilised upto June 30, 2025
1	Strategic investments, acquisitions and inorganic growth	1,500.00	210.20	-	210.20
2	Investment in customer acquisition and retention, technology, and other organic growth initiatives	3,920.00	422.30	20.85	401.45
3	General corporate purposes	280.97	96.97	-	96.97
	Total	5,700.97	729.47	20.85	708.62

Net IPO proceeds which were un-utilised as at June 30, 2025 were temporarily invested in fixed deposits with scheduled commercial banks and a part of it is lying in Public issue account.

1B. During the quarter, the Company has received queries from SEBI in respect of utilization of IPO proceeds. Deposits/Advances aggregating INR 3,391.44 millions given for airline tickets and hotel bookings till June 30, 2024 were considered as utilisation of proceeds of IPO under the object of Investment in Customer acquisition and Retention, Technology and other Organic Growth Initiative in the manner specified in the Offer Document. These deposits/advances were given under ordinary course of business prevalent in the industry sector in which the Company operates. Such classification was based on a legal opinion obtained by the Company on which the previous auditors had relied upon for issuing their reports on the manner of utilisation of proceeds of IPO till aforesaid date. The Company has responded to queries received from National Stock Exchange and the Securities and Exchange Board of India (SEBI) regarding utilization of IPO proceeds paid till June 30, 2024. Based on independent legal opinions obtained, management believes that aforesaid classification of utilization is in accordance with the Object Clause of the Offer Document complying with applicable regulations.

2. This statement has been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices, policies to the extent applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").

3. The Unaudited standalone financial results for the quarter ended June 30, 2025 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meetings held on August 8, 2025.

4. The figures for the quarter ended March 31, 2025 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter ended December 31, 2024, which were subjected to a limited review.

5. The unaudited standalone financial results and other financial information for the quarter ended June 30, 2024 have been reviewed by previous statutory auditors.

6. On August 12, 2024, the Board of Directors of Yatra India approved a Composite Scheme of Amalgamation ("Scheme") involving Yatra India (the "Amalgamated Company") and its six wholly-owned subsidiaries (collectively referred to as the "Amalgamating Companies"). The primary objective of this amalgamation is to simplify management, operational, and corporate structures, thereby enhancing efficiencies and generating synergies. The management of Yatra India believes that, among other benefits, the Amalgamated Company will achieve greater operational and economic efficiency. This will be accomplished through the pooling and more effective utilization of combined resources, reducing overhead costs and expenses, achieving economies of scale, eliminating duplication of work, and rationalizing compliance requirements. The NCLT had delivered an order dated February 07, 2025 allowing the first motion application. Subsequently, Yatra India had filed the second motion application with NCLT for approval, which NCLT allowed via an order dated July 10, 2025. The Scheme is subject to additional requisite approvals/consents, as may be required in this regard.

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Date: August 08, 2025
Place: Gurugram

For and on behalf of the Board of Directors of
Yatra Online Limited


Dhruv Shringi
Whole Time Director cum CEO
DIN: 00334986

Independent Auditor's Review Report on consolidated unaudited financial results of Yatra Online Limited for the quarter pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To The Board of Directors of Yatra Online Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results of Yatra Online Limited (hereinafter referred to as 'the Holding Company') and its subsidiaries, (the Holding Company and its subsidiaries together referred to as the 'Group') for the quarter ended June 30, 2025 ('the Statement') attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulations').
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Regulations, as amended, to the extent applicable.

4. This Statement includes the results of the Holding Company and the following subsidiaries:

Sr. No	Name of the Entity	Relationship with the Holding Company
1.	Yatra for Business Private Limited	Wholly Owned Subsidiary
2.	TSI Yatra Private Limited	Wholly Owned Subsidiary
3.	Yatra Corporate Hotel Solutions Private Limited	Wholly Owned Subsidiary
4.	Yatra Hotel Solutions Private Limited	Wholly Owned Subsidiary



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5.	Yatra TG Stays Private Limited	Wholly Owned Subsidiary
6.	Travel Co. In Private Limited	Wholly Owned Subsidiary
7.	Yatra Middle East LLC-FZ	Wholly Owned Subsidiary
8.	Yatra Online Freight Services Private Limited	Wholly Owned Subsidiary of Yatra for Business Private Limited
9.	Yatra Mice and Holidays Limited	Subsidiary (w.e.f. June 20, 2024)
10.	Globe All India Services Limited	Wholly Owned Subsidiary (w.e.f. September 11, 2024)

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to note 1B to the consolidated unaudited financial results regarding queries received by the Company from National Stock Exchange and the Securities and Exchange Board of India (SEBI) in respect of deposits /advances aggregating INR 3,391.44 million given from the IPO proceeds till June 30, 2024, as brought to our attention by the Management. The Company has responded to these clarifications. Based on legal opinions, the management is of the view that aforesaid classification of the utilization is in accordance with the Object Clause of the Offer Document complying with applicable regulations.

Our conclusion is not modified in respect of this above matter.

7. We did not review the interim financial results of three subsidiaries included in the Statement, whose interim financial results (before consolidation adjustments) reflects total revenues of Rs. 517.89 million, total net profit after tax of Rs.16.95 million and total comprehensive income of Rs.17.02 million, for the quarter ended June 30, 2025, as considered in the Statement. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of the above matter.

8. The Statement includes the interim financial information of a subsidiary which has not been reviewed, whose interim financial information (before consolidation adjustment) reflect total revenue of Rs. Nil, total net loss after tax of Rs. 0.22 million and total comprehensive loss of Rs. 0.22 million for the quarter ended June 30, 2025 as considered in the Statement. This interim financial information has been furnished to us by the management of the holding company and our conclusion on the Statement in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on



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such interim financial information certified by the management of the holding company. According to the information and explanations given to us by the Management, this interim financial information are not material to the Group.

Our conclusion is not modified in respect of the above matter.

9. The Statement of the Group for the quarter ended June 30, 2024, was reviewed by another auditor whose report dated August 12, 2024 expressed an unmodified opinion on that statement.

Our conclusion is not modified in respect of the above matter.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

Bhaswar Sarkar

Bhaswar Sarkar
Partner

Membership No.:055596
UDIN: 25055596BNULBQ8224



Place: Gurugram
Date: August 08, 2025

Statement of Unaudited Consolidated Financial Results for the quarter ended June 30, 2025

(Amount in millions INR, unless otherwise stated)

Particulars	Quarter Ended			Year ended
	June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
	Unaudited	Audited (Refer Note 4)	Unaudited (Refer Note 5)	Audited
Income				
Revenue from operations	2,098.14	2,189.72	1,008.07	7,914.42
Other income	55.94	95.91	82.90	318.31
Total income	2,154.08	2,285.63	1,090.97	8,232.73
Expenses				
Service cost	941.85	1,096.09	203.95	4,039.05
Employee benefit expenses	396.00	395.32	337.99	1,481.98
Marketing and sales promotion expenses	100.19	107.18	92.16	430.10
Payment gateway charges	110.08	118.47	98.74	414.97
Depreciation and amortisation	91.51	100.29	60.99	308.90
Finance costs	24.36	32.65	24.42	102.31
Other expenses	319.26	301.97	229.33	1,104.15
Total expenses	1,983.25	2,151.97	1,047.58	7,881.46
Profit before tax for the period/year	170.83	133.66	43.39	351.27
Tax expense				
Current tax expense	12.99	4.14	3.26	9.86
Deferred tax (benefit)	(2.13)	(13.62)	(0.29)	(15.29)
Income tax earlier years	-	(9.04)	-	(9.04)
Profit for the period/year	159.97	152.18	40.42	365.74
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement loss on defined benefit plan	(0.97)	(0.72)	(1.65)	(3.06)
Income tax gain/(expense) related to items that will not be reclassified through profit or loss	-	-	-	-
Other comprehensive loss for the year, net of income tax	(0.97)	(0.72)	(1.65)	(3.06)
Total comprehensive income for the period / year (Comprising Profit and other comprehensive income for the period / year)	159.00	151.46	38.77	362.68
Profit attributable to :				
Owners of Yatra Online Limited	159.97	152.18	40.42	365.74
Non-Controlling interest	_*	_*	-	_*
Profit for the period/year	159.97	152.18	40.42	365.74
Total comprehensive income attributable to :				
Owners of Yatra Online Limited	159.00	151.46	38.77	362.68
Non-Controlling interest	_*	_*	_*	_*
Total comprehensive income for the period/year	159.00	151.46	38.77	362.68
Paid up equity share capital	156.92	156.92	156.92	156.92
Face value of the share	1	1	1	1
Other equity				7,680.71
Earnings per share of face value INR 1 each attributable to equity holders of the parent				
Basic Earnings per share	1.02	0.97	0.26	2.33
Diluted Earnings per share	1.02	0.97	0.26	2.33
* rounded off				

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Unaudited Consolidated segment wise revenue, results, assets and liabilities for the quarter ended June 30, 2025

(Amount in millions INR, unless otherwise stated)

	Reportable segments															
	Air Ticketing				Hotels and Packages				Other services				Total			
	Quarter Ended		Year ended		Quarter Ended		Year ended		Quarter Ended		Year ended		Quarter Ended		Year ended	
	June 30 , 2025	March 31, 2025	June 30 , 2024	March 31 , 2025	June 30 , 2025	March 31, 2025	June 30 , 2024	March 31 , 2025	June 30 , 2025	March 31, 2025	June 30 , 2024	March 31 , 2025	June 30 , 2025	March 31, 2025	June 30 , 2024	March 31 , 2025
Revenue as per IND AS - Rendering of services*	646.90	574.77	420.35	1,888.70	1,252.56	1,390.28	383.14	5,138.04	67.48	89.11	61.69	316.62	1,966.94	2,054.15	865.18	7,343.36
Customer inducement and acquisition cost	335.55	351.01	462.04	1,662.93	69.44	63.19	97.96	350.74	4.50	3.03	4.33	15.86	409.49	417.23	564.33	2,029.53
Service cost	-	-	-	-	(941.85)	(1,096.09)	(203.95)	(4,016.08)	-	-	-	(22.97)	(941.85)	(1,096.09)	(203.95)	(4,039.05)
Adjusted Margin	982.45	925.78	882.39	3,551.63	380.15	357.38	277.15	1,472.70	71.98	92.14	66.02	309.51	1,434.58	1,375.29	1,225.56	5,333.84
Other operating income#													131.20	135.58	142.89	571.06
Other income													55.94	95.91	82.90	318.31
Customer inducement and acquisition costs (recorded as a reduction of revenue)													(409.49)	(417.23)	(564.33)	(2,029.53)
Employee benefit expenses													(396.00)	(395.32)	(337.99)	(1,481.98)
Marketing and sales promotion expenses													(100.19)	(107.18)	(92.16)	(430.10)
Payment gateway charges													(110.08)	(118.47)	(98.74)	(414.97)
Other expenses													(319.26)	(301.97)	(229.33)	(1,104.15)
Finance costs													(24.36)	(32.65)	(24.42)	(102.31)
Depreciation and amortization													(91.51)	(100.29)	(60.99)	(308.90)
Profit before tax													170.83	133.66	43.39	351.27
Tax expense/(benefit)													10.86	(18.52)	2.97	(14.47)
Profit for the period/year													159.97	152.18	40.42	365.74

*There were no inter-segment revenue during the quarter ended June 30, 2025, March 31, 2025, and June 30, 2024, and year ended March 31, 2025. This amount constitutes of revenue from external customer only.

#Other operating income primarily comprises the advertisement income from hosting advertisements on our internet web-sites, income from sale of coupons and vouchers, and income from facilitating website access to travel insurance company. The operations do not meet any of the quantitative thresholds to be a reportable segment for any of the periods presented.

Assets and liabilities are not identified to any reportable segments, since the Group uses them interchangeably across segments and consequently, the Management believes that it is not practicable to provide segment disclosures relating to total assets and liabilities.

Given that Company's products and services are available on a technology platform to customers globally, consequently the necessary information to track accurate geographical location of customers is not available.

Note: As per Ind AS 108 on 'Operating Segment', the Company has disclosed the segment information only as a part of the consolidated financial results.

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Yatra Online Limited
Notes to the unaudited Consolidated Financial results for the quarter ended June 30, 2025

1A. During the quarter ended September 30, 2023, the Company has completed its initial public offer (IPO) of 54,577,465 equity shares of face value of INR 1 each at a issue price of INR 142 per share, comprising fresh issue of 42,394,366 shares and offer for sale of 12,183,099 shares by selling shareholders. The equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on September 28, 2023.

The Company had incurred INR 415.69 million as IPO related expenses and allocated such expenses between the Company INR 323.05 million and selling shareholders INR 92.64 million. Such amounts were allocated based on agreement between the Company and selling shareholders and in proportion to the total proceeds of the IPO. Out of Company's share of expenses of INR 323.05 million, INR 190.00 million has been adjusted with securities premium.

Details of utilisation of net IPO Proceeds of INR 20.85 million during the quarter, are as follows:

(Amount in millions INR)					
S.No	Objects of the Issue	Amount as proposed in Offer Document	Amount Unutilised up to March 31, 2025	Amount Utilised during the quarter	Amount Un-utilised upto June 30, 2025
1	Strategic investments, acquisitions and inorganic growth	1,500.00	210.20	-	210.20
2	Investment in customer acquisition and retention, technology, and other organic growth initiatives	3,920.00	422.30	20.85	401.45
3	General corporate purposes	280.97	96.97	-	96.97
	Total	5,700.97	729.47	20.85	708.62

Net IPO proceeds which were un-utilised as at June 30, 2025 were temporarily invested in fixed deposits with scheduled commercial banks and a part of it is lying in Public issue account.

1B. During the quarter, the Company has received queries from SEBI in respect of utilization of IPO proceeds. Deposits/Advances aggregating INR 3,391.44 millions given for airline tickets and hotel bookings till June 30, 2024 were considered as utilisation of proceeds of IPO under the object of Investment in Customer acquisition and Retention, Technology and other Organic Growth Initiative in the manner specified in the Offer Document. These deposits/advances were given under ordinary course of business prevalent in the industry sector in which the Company operates. Such classification was based on a legal opinion obtained by the Company on which the previous auditors had relied upon for issuing their reports on the manner of utilisation of proceeds of IPO till aforesaid date.

The Company has responded to queries received from National Stock Exchange and the Securities and Exchange Board of India (SEBI) regarding utilization of IPO proceeds paid till June 30, 2024. Based on independent legal opinions obtained, management believes that aforesaid classification of utilization is in accordance with the Object Clause of the Offer Document complying with applicable regulations.

2. This statement has been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices, policies to the extent applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI").

3. The Unaudited consolidated financial results for the quarter ended June 30, 2025 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meetings held on August 8, 2025.

4. The figures for the quarter ended March 31, 2025 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter ended December 31, 2024, which were subjected to a limited review.

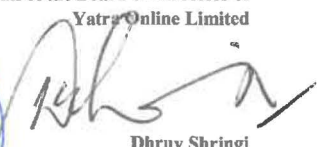
5. The unaudited consolidated financial results and other financial information for the quarter ended June 30, 2024 have been reviewed by previous statutory auditors.

6. On August 12, 2024, the Board of Directors of Yatra India approved a Composite Scheme of Amalgamation ("Scheme") involving Yatra India (the "Amalgamated Company") and its six wholly-owned subsidiaries (collectively referred to as the "Amalgamating Companies"). The primary objective of this amalgamation is to simplify management, operational, and corporate structures, thereby enhancing efficiencies and generating synergies. The management of Yatra India believes that, among other benefits, the Amalgamated Company will achieve greater operational and economic efficiency. This will be accomplished through the pooling and more effective utilization of combined resources, reducing overhead costs and expenses, achieving economies of scale, eliminating duplication of work, and rationalizing compliance requirements. The NCLT had delivered an order dated February 07, 2025 allowing the first motion application. Subsequently, Yatra India had filed the second motion application with NCLT for approval, which NCLT allowed via an order dated July 10, 2025. The Scheme is subject to additional requisite approvals/consents, as may be required in this regard.

MSKA & Associates
Initialed for
Identification
purposes only

Date: August 08, 2025
Place: Gurugram

For and on behalf of the Board of Directors of
Yatra Online Limited


Dhruv Shringi
Whole Time Director cum CEO
DIN: 00334986



**Annexure B**

Sl. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Company has appointed M/s. Ernst & Young LLP as Internal Auditors for the financial year 2025-26.
2.	Date of appointment/re-appointment/cessation (as applicable)	August 08, 2025
3.	Term of appointment/ re-appointment	For Financial Year 2025-26
4.	Brief Profile	M/s. Ernst & Young (EY) is a global big 4 firm providing professional services in the areas of assurance, tax, transaction, and advisory services and operates in 150 countries
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Yatra Online Limitedwww.yatra.com**Registered Office:**

Unit No. B-2/101, 1st Floor, Marathon Innova Building,
Marathon Nextgen Complex, B-Wing, G. Kadam Marg,
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T: +91 22 44357700

Corporate Office:

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E: legal@yatra.com



Annexure C

Sl. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Company has appointed M/s. Chandrasekaran Associates, a Peer Reviewed firm of Company Secretaries in practice as the Secretarial Auditors of the Company to undertake secretarial audit for a period of 5 (five) consecutive years, commencing from FY 2025-26 to FY 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company
2.	Date of appointment/ re-appointment/cessation (as applicable)	August 08, 2025
3.	Term of appointment/re-appointment	For a term of 5 (five) consecutive years, commencing from FY 2025-26 to FY 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company
4.	Brief Profile	M/s Chandrasekaran Associates, Company Secretaries ("CACS"), located in the political capital of India, New Delhi, is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters. The firm provides consultancy and Secretarial Audit to reputed multinational companies, listed companies including part of NIFTY50 / SENSEX and large corporate houses in various sectors such as Information Technology, Telecom, Manufacturing, Real Estate, Insurance, Fast Moving Consumer Goods, Hotel, Food, Hospital, Pharma, Media, Tobacco, housing Finance, Banking, REIT, INVITS etc.
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

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