

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

B2/101,1stFlrMarathonInnova,MarathonNextgenComplex
BWingG.Kadam MargOpp.PeninsulaCorpParkLowerParel(W
Mumbai
Mumbai City
Maharashtra
400012

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N3	Travel agency and tour operators	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THCL Travel Holding Cyprus Lt		Holding	88.64
2	ADVENTURE AND NATURE NET	U63030HR2012PTC047095	Joint Venture	50
3	YATRA CORPORATE HOTEL SO	U55101HR2008PTC038256	Subsidiary	100
4	YATRA HOTEL SOLUTIONS PRIM	U63040MH2004PTC217231	Subsidiary	100
5	YATRA TG STAYS PRIVATE LIM	U63040MH2005PTC257748	Subsidiary	100
6	TSI YATRA PRIVATE LIMITED	U45030DL1996PTC076431	Subsidiary	100

7	YATRA FOR BUSINESS PRIVATE	U72900DL1962PTC003735	Subsidiary	100
8	TRAVEL.CO.IN PRIVATE LIMITED	U63040TN2000PTC044142	Subsidiary	100
9	YATRA ONLINE FREIGHT SERVICE	U63030HR2020PTC088120	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	11,090,284	11,090,284	11,090,284
Total amount of equity shares (in Rupees)	150,000,000	110,902,840	110,902,840	110,902,840

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	15,000,000	11,090,284	11,090,284	11,090,284
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	110,902,840	110,902,840	110,902,840

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	10,623,088	0	10623088	106,230,880	106,230,880	
Increase during the year	467,196	0	467196	4,671,960	4,671,960	292,464,696
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	467,196	0	467196	4,671,960	4,671,960	292,464,696
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	11,090,284	0	11090284	110,902,840	110,902,840	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0JR601024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1	195000000	195,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			195,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	195,000,000	0	0	195,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

888,845,004

(ii) Net worth of the Company

1,060,790,471

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,937,800	98.63	0	
10.	Others	0	0	0	
	Total	10,937,800	98.63	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	152,484	1.37	0	
10.	Others	0	0	0	
	Total	152,484	1.37	0	0

Total number of shareholders (other than promoters)

3

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	4
Members (other than promoters)	2	3
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	0	2	2	0	0
(i) Non-Independent	1	0	2	0	0	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	1	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	0	0	0
Total	1	1	2	2	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DHRUV SHRINGI	00334986	Whole-time director	0	
Manish Amin	07082303	Director	0	17/03/2022
DARPAN BATRA	AGFPB9734R	Company Secretary	0	
Murlidhara Kadaba	01435701	Additional director	0	
Neelam Dhawan	00871445	Additional director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MURLIDHARA LAKSHM	01435701	Director	15/06/2020	Cessation
Manish Amin	07082303	Additional director	13/06/2020	Appointment
Manish Amin	07082303	Director	31/12/2020	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	31/12/2020	5	2	98.56
Extra Ordinary General Mee	24/09/2020	5	2	98.56

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/09/2020	2	2	100
2	29/12/2020	2	2	100
3	04/01/2021	2	2	100
4	07/01/2021	2	2	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/11/2021
								(Y/N/NA)
1	DHRUV SHRI	4	4	100	0	0	0	No
2	Manish Amin	4	4	100	0	0	0	Yes
3	Murlidhara Ka	0	0	0	0	0	0	Yes
4	Neelam Dhaw	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	DHRUV SHRINGI	Whole Time Dire	36,105,066		41,303,882		77,408,948
	Total		36,105,066		41,303,882		77,408,948

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Darpan Batra	Company Secre	4,568,294				4,568,294
	Total		4,568,294				4,568,294

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Manish Amin	Director	12,217,897		5,095,405		17,313,302
	Total		12,217,897		5,095,405		17,313,302

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DHRUV SHRINGI
Digitally signed by
DHRUV SHRINGI
Date: 2022.03.31
14:26:58 +05'30'

DIN of the director

To be digitally signed by

DARPAN BATRA
Digitally signed by
DARPAN BATRA
Date: 2022.03.31
14:26:25 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach

Attach

Attach

Attach

Shareholders List_YOL_31 March 2021.pdf
Clarification - YOL.pdf
Shareholders List_YOL_30 March 2022.pdf
List of Directors_YOL_31 March 2021.pdf
List of Directors_YOL_11 Nov 2021.pdf
ROC Mumbai AGM extension notification.p
MGT-8-YOL-2021-sd.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



LIST OF DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)
AS ON MARCH 31, 2021
(PRE CONVERSION OF COMPANY)

DIN/ PAN	Name of Directors/ KMP	Title/ Position	Joining Date
00334986	Mr. Dhruv Shringi	Whole Time Director cum CEO	05/01/2006
07082303	Mr. Manish Amin	Director	13/06/2020
AGFPB9734R	Mr. Darpan Batra	Company Secretary	09/11/2011

For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)

Darpan Batra
Company Secretary
Membership No. – A15719
Add: 50A, Block R, Dilshad Garden
New Delhi-110095

Yatra Online Limited
(Formerly known as
Yatra Online Private 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.

Corporate Office:


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



LIST OF DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)
AS ON NOVEMBER 11, 2021
(AS ON DATE OF CONVERSION OF COMPANY)

DIN/ PAN	Name of Directors/ KMP	Title/ Position	Joining Date
00334986	Mr. Dhruv Shringi	Whole Time Director cum CEO	05/01/2006
07082303	Mr. Manish Amin	Director	13/06/2020
01435701	Mr. Murlidhara Kadaba	Additional Director	21/10/2021
00871445	Ms. Neelam Dhawan	Additional Director	01/11/2021
AGFPB9734R	Mr. Darpan Batra	Company Secretary	09/11/2011
AVAPS1943H	Mr. Anuj Kumar Sethi	Chief Financial Officer	01/11/2021

For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)


Darpan Batra
Company Secretary
Membership No. – A15719
Add: 50A, Block R, Dilshad Garden
New Delhi-110095

Yatra Online Limited
 (Formerly known as
 Yatra Online Private Limited)

www.yatra.com

Registered Office:

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

Corporate Office:

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



LIST OF SHAREHOLDERS
AS ON MARCH 31, 2021

S. No.	Name of Shareholder	No. of Equity shares of face value of Rs.10/- each	Category- Promoter Or Public/Other than promoters	% of shareholding
1	THCL Travel Holding Cyprus Ltd.	9,829,253	Promoter	88.63%
2	Yatra Online, Inc. (Nominee shareholder of THCL Travel Holding Cyprus Ltd.)	1*	Promoter*	0.00%
3	Asia Consolidated DMC Pte. Ltd.	1,108,546	Promoter	9.99%
4	Vistra ITCL (India) Limited acting as the trustee for Pandara Trust Scheme I	43,136	Public/Other than promoters	0.39%
5	Network18 Media & Investments Limited	109,348	Public/Other than promoters	0.99%
	Total	11,090,284.00		100.00%

*This reflects one Equity Share held by Yatra Online, Inc. on behalf and as nominee of THCL Travel Holding Cyprus Limited. However, Yatra Online, Inc. is neither the Promoter nor a member of the Promoter Group.

For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)

Darpan Batra
Company Secretary
Membership No. – A15719
Add: 50A, Block R, Dilshad Garden
New Delhi-110095

Yatra Online Limited
(Formerly known as
Yatra Online Private 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.

Corporate Office:

Gulf Adiba 4th Floor Plot No. 272, Udyog Vihar,
Phase - II, Sector 20, Gurugram, Haryana -122006
T: +91 0124 4591700



LIST OF SHAREHOLDERS
AS ON MARCH 30, 2022

S.No.	Name of Shareholder	No. of Equity shares of face value of Re.1/- each	Category-Promoter Or Public/Other than promoters	% of shareholding
1	THCL Travel Holding Cyprus Ltd.	99,188,429	Promoter	88.63%
2	Dhruv Shringi (Nominee of THCL Travel Holding Cyprus Limited)	10*	Promoter*	0.00%
3	Manish Amin (Nominee of THCL Travel Holding Cyprus Limited)	1*	Promoter*	0.00%
4	Asia Consolidated DMC Pte. Ltd.	11,085,460	Promoter	9.91%
5	Vistra ITCL (India) Limited acting as the trustee for Pandara Trust Scheme I	431,360	Public/Other than promoters	0.39%
6	Network18 Media & Investments Limited	1,093,480	Public/Other than promoters	0.98%
7	Reliance Retail Limited	95,390	Public/Other than promoters	0.09%
	Total	111,894,130		100.00%

*These reflect ten Equity Shares held by Dhruv Shringi and one Equity Share held by Manish Amin, on behalf and as nominees of THCL Travel Holding Cyprus Limited. However, Mr. Dhruv Shringi and Mr. Manish Amin are neither the Promoters nor a member of the Promoter Group.

For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)

Darpan Batra
Company Secretary
Membership No. – A15719
Add: 50A, Block R, Dilshad Garden
New Delhi-110095

Yatra Online Limited
(Formerly known as
Yatra Online Private Limited)

www.yatra.com

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Mumbai-400013, Maharashtra.

Corporate Office:

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

MGT-8

Yatra Online Pvt. Ltd.

(CIN : U63040MH2005PLC158404)

(Currently known as : Yatra Online Limited

CIN: U63040MH2005PLC158404)

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Yatra Online Private Limited (CIN : U63040MH2005PTC158404) (Currently known as : Yatra Online Limited, (CIN: U63040MH2005PLC158404) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to me/ us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor ;



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3. filing of forms and returns; with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within or beyond the prescribed time;
4. calling, convening, holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minutes Book for the purpose and the same have been signed;
5. Register of Members/Security holders was not closed during the financial year;
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Companies Act 2013;
7. contracts , arrangements or Transactions with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;



9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration and payment of dividend; transfer of unpaid and unclaimed dividend and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of the Acts as applicable and the report of directors is as per the applicable provisions of the Acts;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, provisions related to Key Managerial Personnel and the remuneration paid to them are not applicable to the Company.
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;



15. the Company has neither acceptance nor renewed nor repaid any deposits during the financial year;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

For **SKP & Co.**
Company Secretaries



A handwritten signature in blue ink, appearing to read "Sundeep K. Parashar".

(CS Sundeep K. Parashar)
M. No. : F6136
C.P. No. : 6575
PR :1323/2021
UDIN : F006136C003414167

Date : 31.03.2022
Place: Vaishali

Note: This certificate is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this certificate.

Our certificate in form MGT-8 to Yatra Online Limited (Formerly, Yatra Online Private Limited) (CIN: U63040MH2005PLC158404) of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit for the sole purpose of issuing certificate under Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014 in prescribed Form MGT-8.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records.
3. We have not verified the correctness and appropriateness of financial record and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Companies Act 2013 and rules made there under is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Certificate Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014 is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



For **SKP & Co.**
Company Secretaries

(CS Sundeep K. Parashar)

M. No. : F6136

C.P. No.: 6575

PR : 1323/2021

UDIN : F006136C003414167

Date : 31.03.2022
Place : Vaishali

भारत सरकार
कारपोरेट कार्य मंत्रालय
कंपनी रजिस्ट्रार का कार्यालय
100, "एवरेस्ट", मरिन ड्राईव, मुंबई - 400002
दूरभाष / TELE : 2281 2627, 2281 2645, 2281 3760
फैक्स / FAX : 2281 1977



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
100, "EVEREST", MARINE DRIVE,
MUMBAI - 400 002
Website : www.mca.gov.in
e-Mail ID : roc.mumbai@mca.gov.in

Order: Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2021 in terms of third proviso to section 96(1) of Companies Act, 2013 (the Act).

1. Whereas sub-section (1) of section 96 of the companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One-person Company, shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year.
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any Annual General Meeting, other than the first Annual General Meeting, shall be held, by a period not exceeding three months.
4. And whereas, various representations have been received from the Companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2021 due to the difficulties faced in view of the Covid-19 Pandemic.
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reason, the time within which the AGM for the financial year ended on 31.03.2021 is required to be held as per provision of sub-section (1) of the section 96 ought to be extended in terms of the third proviso to section 96(1).

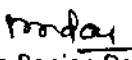
6. Now, therefore in terms of power vested with the undersigned under the third proviso to sub-section (1) of the section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM for the financial year ended on 31.03.2021 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of **Two Months** from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filling the prescribed FORM No.GNL-1.

Explanation I: It is hereby clarified that the extension granted under this order shall also cover the:

- i. Pending applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which are yet to be approved.
- ii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which were rejected.
- iii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period less than Two Months.

Explanation II: It is also clarified that the extension granted under this order shall not cover the applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period of more than Two Months.

Place : Mumbai
Date : 23.09.2021


(Mano Ranjan Das)
REGISTRAR OF COMPANIES
MAHARASHTRA, MUMBAI



Clarification

The status of the Company changed from Private Company to Public Company w.e.f. 11.11.2021, fresh Certificate of Incorporation is attached herewith for ready reference. Due to technical reasons the name of the Company as being pre-filled in the Form MGT-7 is the present name i.e., Yatra Online Limited instead of Yatra Online Private Limited which was the name of the Company as on 31.03.2021. Accordingly, the said Form MGT-7 is seeking details as per the current status i.e., Public Company. Accordingly, the details are being provided as per the technical requirements of the Form MGT-7.

Though factual particulars of the Company as on 31.03.2021 are as under:

Name of the Company: Yatra Online Private Limited

CIN: U63040MH2005PTC158404

Details of Directors and Category in the beginning of Financial Year 2020-21:

1. Mr. Dhruv Shringi (DIN: 00334986), Non-Promoter, Non-Independent, Executive Director.
2. Mr. Murlidhara Lakshmikant Kadaba (DIN: 01435701), Non-Promoter, Non-Independent, Nominee Director.

Details of Directors and Category as on the closure of Financial Year 2020-21:

1. Mr. Dhruv Shringi (DIN: 00334986), Non-Promoter, Non-Independent, Executive Director.
2. Mr. Manish Amin (DIN: 07082303), Non-Promoter, Non-Independent, Executive Director.

Yatra Online Limited
(Formerly known as
Yatra Online Private 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.

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T: +91 0124 4591700



Particulars of change in director(s) and Key managerial personnel during the year:

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Murlidhara Kadaba	01435701	Director	15.06.2020	Cessation
Manish Amin	07082303	Additional Director	13.06.2020	Appointment
Manish Amin	07082303	Director	31.12.2020	Change In Designation

List of Shareholders:

S. No.	Name of Shareholder	No. of Equity shares of face value of Rs.10/- each	Category- Promoter Or Public/Other than promoters	% of shareholding
1	THCL Travel Holding Cyprus Ltd.	9,829,253	Promoter	88.63%
2	Yatra Online, Inc. (Nominee shareholder of THCL Travel Holding Cyprus Ltd.)	1*	Promoter**	0.00%
3	Asia Consolidated DMC Pte. Ltd.	1,108,546	Promoter	9.99%
4	Vistra ITCL (India) Limited acting as the trustee for Pandara Trust Scheme I	43,136	Public/Other than promoters	0.39%
5	Network18 Media & Investments Limited	109,348	Public/Other than promoters	0.99%
	Total	11,090,284.00		100.00%

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*This reflects one Equity Share held by Yatra Online, Inc. on behalf and as nominee of THCL Travel Holding Cyprus Limited. However, Yatra Online, Inc. is neither the Promoter nor a member of the Promoter Group.

Attendance of Directors of Board Meetings:

S.No.	Name of the director	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of Attendance
1	Dhruv Shringi	4	4	100
2	Manish Amin	4	4	100

This is for you necessary records and clarification please.

**For Yatra Online Limited
(Formerly known as Yatra Online Private Limited)**

Darpan Batra
Company Secretary
Membership No. – A15719
Add: 50A, Block R, Dilshad Garden
New Delhi-110095

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