

FORM NO. MGT-7

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



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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THCL Travel Holding Cyprus Li		Holding	88.64
2	Yatra Corporate Hotel Solution	U55101HR2008PTC038256	Subsidiary	100
3	YATRA HOTEL SOLUTIONS PRIV	U63040MH2004PTC217231	Subsidiary	100
4	YATRA ONLINE FREIGHT SERV	U63030HR2020PTC088120	Subsidiary	100
5	YATRA FOR BUSINESS PRIVATE	U72900DL1962PTC003735	Subsidiary	100
6	TSI YATRA PRIVATE LIMITED	U45030DL1996PTC076431	Subsidiary	100
7	YATRA TG STAYS PRIVATE LIMI	U63040MH2005PTC257748	Subsidiary	100

8	TRAVEL.CO.IN PRIVATE LIMITED	U63040TN2000PTC044142	Subsidiary	100
9	ADVENTURE AND NATURE NETWORK	U63030HR2012PTC047095	Joint Venture	50

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	200,000,000	111,894,130	111,894,130	111,894,130
Total amount of equity shares (in Rupees)	200,000,000	111,894,130	111,894,130	111,894,130

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Re. 1/- each				
Number of equity shares	200,000,000	111,894,130	111,894,130	111,894,130
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	111,894,130	111,894,130	111,894,130

(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)	0	0		

(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	11,090,284	0	11090284	110,902,840	110,902,840	
Increase during the year	99,129	111,894,130	111993259	991,290	991,290	81,682,296
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	89,590	0	89590	895,900	895,900	73,822,160
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	9,539	0	9539	95,390	95,390	7,860,136
v. ESOPs	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		111,894,130	111894130			
Split of Equity Shares From Rs. 10/- to Re.1/- each						
Decrease during the year	11,189,413	0	11189413	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	11,189,413		11189413			
Dematrelisation						
At the end of the year	0	111,894,130	111894130	111,894,130	111,894,130	
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)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	20,000,000		
	Face value per share	10		
After split / Consolidation	Number of shares	200,000,000		
	Face value per share	1		

(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

30/11/2021

Date of registration of transfer (Date Month Year)				21/10/2021			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		1		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				5			
Transferor's Name						Asia Consolidated DMC Pte. Ltd	
		Surname		middle name		first name	
Ledger Folio of Transferee				9			
Transferee's Name		Asia Consolidated DMC Pte.		Nominee of		Manish Amin	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				01/11/2021			
Type of transfer		Equity Shares		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		1		Amount per Share/ Debenture/Unit (in Rs.)		10	
Ledger Folio of Transferor				4			
Transferor's Name		THCL travel holding Cyprus l		Nominee of		Yatra Online Inc	
		Surname		middle name		first name	
Ledger Folio of Transferee				10			
Transferee's Name		THCL travel holding Cyprus l		Nominee of		Dhruv Shringi	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)		07/02/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		1204720025224653	
Transferor's Name			THCL Travel Holding Cyprus Ltd
	Surname	middle name	first name
Ledger Folio of Transferee		1204720025018751	
Transferee's Name	THCL travel holding Cyprus l	Nominee of	Manish Amin
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		15/02/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor		1204720025018751	
Transferor's Name	Asia Consolidated DMC Pte.	Nominee of	Manish Amin
	Surname	middle name	first name
Ledger Folio of Transferee		1204720025224649	
Transferee's Name			Asia Consolidated DMC Pte. Ltd
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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	195,000,000	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)

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					

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

(i) Turnover

1,398,494,999

(ii) Net worth of the Company

766,071,351

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)	110,273,900	98.55	0	
10.	Others	0	0	0	

	Total	110,273,900	98.55	0	0
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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)	1,620,230	1.45	0	
10.	Others	0	0	0	
	Total	1,620,230	1.45	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	2	0	1	5	0	0
(i) Non-Independent	2	0	1	2	0	0
(ii) Independent	0	0	0	3	0	0
C. Nominee Directors representing	0	0	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	0	0	0	0	0
Total	2	0	1	5	0	0

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

9

(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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NEELAM DHAWAN	00871445	Director	0	
MURLIDHARA KADAB/	01435701	Director	0	
ANUJ KUMAR SETHI	AVAPS1943H	CFO	0	22/09/2022
DARPAN BATRA	AGFPB9734R	Company Secretar	0	
DHRUV SHRINGI	AJVPS1008C	CEO	10	
Deepa Misra Harris	00064912	Director	0	
Ajay Narayan Jha	02270071	Director	0	
Rohit Bhasin	02478962	Director	0	

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

16

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	Additional director	21/10/2021	Appointment
Neelam Dhawan	00871445	Additional director	01/11/2021	Appointment
Anuj Kumar Sethi	07895546	Alternate director	23/06/2021	Appointment
Anuj Kumar Sethi	07895546	Alternate director	13/09/2021	Cessation
Anuj Kumar Sethi	AVAPS1943H	CFO	01/11/2021	Appointment
Murlidhara kadaba	01435701	Director	30/11/2021	Change in Designation
Neelam Dhawan	00871445	Director	30/11/2021	Change in Designation
Rohit Bhasin	02478962	Additional director	16/03/2022	Appointment
Deepa Misra Harris	00064912	Additional director	16/03/2022	Appointment
Ajay Narayan Jha	02270071	Additional director	16/03/2022	Appointment
Manish Amin	07082303	Director	17/03/2022	Cessation
Rohit Bhasin	02478962	Director	21/03/2022	Change in Designation
Deepa Misra Harris	00064912	Director	21/03/2022	Change in Designation
Ajay Narayan Jha	02270071	Director	21/03/2022	Change in Designation
Dhruv Shringi	AJVPS1008C	CEO	08/12/2021	Appointment
Murlidhara kadaba	01435701	Director	08/12/2021	Appointment as Chairman

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	10/09/2021	5	2	98.55
EGM	25/10/2021	7	2	98.55
AGM	30/11/2021	7	5	99.92
EGM	09/12/2021	7	5	99.92
EGM	21/03/2022	7	5	99.53

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/06/2021	2	2	100
2	25/06/2021	2	2	100
3	01/09/2021	2	2	100
4	13/09/2021	2	2	100
5	29/09/2021	2	2	100
6	21/10/2021	2	2	100
7	01/11/2021	3	3	100
8	29/11/2021	4	3	75
9	08/12/2021	4	2	50
10	16/03/2022	4	4	100
11	24/03/2022	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

0

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

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	
1	DHRUV SHRI	11	9	81.82	0	0	0	Yes
2	NEELAM DHA	4	4	100	0	0	0	No
3	MURLIDHARA	5	4	80	0	0	0	No
4	Deepa Misra	1	1	100	0	0	0	No
5	Ajay Narayan	1	1	100	0	0	0	No
6	Rohit Bhasin	1	1	100	0	0	0	Yes

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 D	27,547,528.5	0	140,494,256	0	168,041,784.5
	Total		27,547,528.5	0	140,494,256	0	168,041,784.5

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Anuj Kumar Sethi	CFO	7,471,201.5	0	6,940,509	327,546	14,739,256.5
2	Darpan Batra	Company Secre	4,120,065	0	2,340,315	180,630	6,641,010
	Total		11,591,266.5	0	9,280,824	508,176	21,380,266.5

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Murlidhara Kada	Non-executive D	0	0	0	50,000	50,000
2	Ms. Neelam Dhawa	Non-executive C	0	0	0	100,000	100,000
3	Mr. Ajay Narayan Jh	Independent Dir	135,483.87	0	0	50,000	185,483.87
4	Ms. Deepa Misra Ha	Independent Dir	135,483.87	0	0	50,000	185,483.87
5	Mr. Rohit Bhasin	Independent Dir	135,483.87	0	0	50,000	185,483.87
6	Mr. Manish Amin	Executive Direct	9,467,069.25	0	19,433,608	415,053	29,315,730.25
	Total		9,873,520.86	0	19,433,608	715,053	30,022,181.86

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

Sundeep Kumar Parashar

Whether associate or fellow

Associate Fellow

Certificate of practice number

6575

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: 2022.11.27
14:19:02 +05'30'

DIN of the director

00334986

To be digitally signed by

DARPAN BATRA
Digitally signed by
DARPAN BATRA
Date: 2022.11.27
14:19:36 +05'30'

Company Secretary

Company secretary in practice

Membership number

15719

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

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders_YOL.pdf MGT 8 YOL 2021 22 sd.pdf Clarification Letter_Yatra Online Limited.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 Shareholders as at 31st March, 2022

S. No.	Client ID	Name of the Shareholders	No. of Equity Share (s) of Re. 1/- each	% of Shareholding
1	20204628 & 25224653	THCL Travel Holding Cyprus Ltd.	99,188,429	88.64%
2	25070048	Mr. Dhruv Shringi (Nominee of THCL Travel Holding Cyprus Limited)	10	0.00%**
3	25018751	Mr. Manish Amin (Nominee of THCL Travel Holding Cyprus Limited.)	1	0.00%**
4	25224649	Asia Consolidated DMC Pte. Ltd.	11,085,460	9.91%
5	11283072	Vistra ITCL (India) Limited acting as the trustee for Pandara Trust Scheme I	431,360	0.39%
6	75517849	Network18 Media & Investments Limited	1,093,480	0.98%
7	12246364	Reliance Retail Limited	95,390	0.09%
Total			111,894,130	100.00%

*These reflect Ten Equity Shares held by Mr. Dhruv Shringi and One Equity Share held by Mr. Manish Amin, on behalf of and as nominee of THCL Travel Holding Cyprus Limited. However, Mr. Dhruv Shringi and Mr. Manish Amin are neither the promoter nor a member of the promoter group.

** Rounded off upto two digits.

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

**Darpan Batra
Company Secretary
Membership No - A15719**

**Address: H No 50 A, 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.
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

MGT-8

Yatra Online Limited

(CIN: U63040MH2005PLC158404)

(Formerly, Yatra Online Private Limited)

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 Limited (Formerly, Yatra Online Private Limited) (CIN: U63040MH2005PLC158404) 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, 2022. 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 therefore ;



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


(CS Sundeep K. Parashar)

M. No. : FCS 6136

C.P. No. : 6575

PR:1323/2021

UDIN : F006136D002290583

Date: 26.11.2022

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. : FCS 6136
C.P. No. : 6575
PR: 1323/2021
UDIN : F006136D002290583

Date :26.11.2022

Place : Vaishali



Clarification Letter

1. Point Vi. (a) * Shareholding Pattern- Promoter

Mr. Dhruv Shringi holds 10 (Ten) Equity Shares & Mr. Manish Amin holds 1 (One) Equity Share, respectively, on behalf of and as nominees of THCL Travel Holding Cyprus Ltd. However, Mr. Dhruv Shringi and Mr. Manish Amin are neither the Promoter nor a member of the Promoter Group.

The 10 (Ten) Equity Shares held by Mr. Dhruv Shringi and 1 (one) Equity Share held by Mr. Manish Amin have been shown in Point Vi (a) under Promoter Category. Since the beneficial shareholder is a Body Corporate, hence, the shareholdings have been shown under the heading Body Corporate in the Promoter Category and included in the shareholding of Body Corporate on whose behalf Mr. Dhruv Shringi & Mr. Manish Amin hold 10 (Ten) and 1(One) Equity Share(s), respectively .

2. Point Viii- Details of Directors and Key Managerial Personnel

Mr. Dhruv Shringi, Whole Time Director cum CEO of the Company holds 10 (Ten) Equity Shares on behalf of and as nominee of THCL Travel Holding Cyprus Ltd., and not as beneficiary, therefore, "percentage of shares held by directors at the end of the year" in Point VIII(A)- *Composition of Board of Director and "Number of Equity

Share (s) held" under Point VIII(B)(i) - * Details of director and key Managerial

Personnel as on the closure of financial year, is mentioned as Nil

3. Point X- Remuneration of Directors and Key Managerial Personnel

The amounts mentioned under the head "Stock Option/Sweat equity" represent the perquisite values of the RSU/PSU granted by Yatra Online, Inc., the Ultimate Holding Company during the Financial year ended 2021-22.

For Yatra Online Limited

Darpan Batra

Company Secretary

Membership No. A15719

Address: H. No. 50 A, Block R,

Dilshad Garden, New Delhi -110095

Yatra Online Limited
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