



**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

**OF**

**YATRA ONLINE LIMITED**

**(FORMERLY KNOWN AS YATRA ONLINE PRIVATE LIMITED)**

<b>Version No.</b>	<b>Approved By</b>	<b>Approved On</b>	<b>Effective Date</b>
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02	Board of Directors	November 14, 2023	November 14, 2023
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## Overview

Yatra Online Limited (along with all of its subsidiaries and affiliates herein after referred to as “Company”) is committed to the highest standards of personal, ethical & legal conduct for achieving business. Ensuring ethical & legal standards are complied with are the responsibility of every employee and is reflected in our relationship with internal and external stakeholders. Accordingly, it is essential for each employee to exhibit responsible & ethical business behaviors in all transactions/engagements with both internal and external stakeholders. In this context, the Company encourages and supports Whistle Blower/Complainant to make disclosures of any such suspected instances of unethical/ improper behavior including leak or misuse of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of UPSI and intends to provide a vigil mechanism through the Whistle Blower Policy (“Policy”) to channelize reporting of such instances/ complaints and their resolution in order to ensure proper governance.

This policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended enabling Whistle Blower to freely communicate their genuine concerns about illegal or unethical practices, actual or suspected fraud or violation of Company’s Code of Business Conduct and Ethics (“Code”).

## Key Definitions

- “Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of Listing Regulations.
- “Director” means every director of the Company.
- “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- Employee: All employees, whether contractual, permanent or temporary, within and outside the premises of the Company
- Investigation team - means those persons authorized, appointed or consulted by the Company for the purpose of the investigation of the complaint/concerns.
- Employee Governance Committee - means the Committee, comprising of Head - Human Resource, Chief Financial Officer, Head - Legal, and any other 2 (two) persons as deemed appropriate by the management (herein after referred to as “Committee”).
- Protected Disclosure – Any communication made in “good faith” that discloses or demonstrates information that may provide evidence of unethical or improper activity, in violation of the Code of Business Conduct and Ethics of the Company.
- Whistle Blower/Complainant – means Employees, Directors on the Board and Business Associates of the Company who makes a protected disclosure under this Policy.



- “Good Faith” An employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time and the Listing Regulations.

### **Objective**

This Policy aims to ensure that concerns are properly raised, appropriately investigated and addressed by attempting to:

- Define the events that trigger a whistle blower complaint
- Define the process of lodging a complaint
- Define the various committees/teams and their roles in implementing this Policy
- Outline the process of investigation and review
- Outline measures to protect disclosing employees against reprisal or retaliatory action within the Company

### **Applicability**

The Policy applies to all Employees, Directors on the Board and Business Associates of the Company. Business Associates includes the following persons/entities as well as their employees:

- Suppliers and vendors of products and services
- All service providers or Channel partners
- Consultants
- Agents
- Independent contractors
- Designated Persons as defined the “Code of Conduct to regulate, monitor and report trading in the securities of the Company by Designated Persons” adopted by the Company.

### **Constitution of Employee Governance Committee**

The Company has established an Employee Governance Committee (“EGC”/ the “Committee”) for managing the Vigil Mechanism. The decision of nomination and appointment of members of the Committee shall be the discretion of the Company and would not be by way of any nomination/voting procedure. The Company can at its discretion change the structure of the Committee or the Committee members as it deems fit at any given point of time. In the event of any suspected disclosure against any of the committee member, the alleged committee member may be suspended until the closure of the alleged complaint.



## **Scope of Whistle Blower Complaint/Concerns**

The scope of a Whistle Blower Complaint/Concerns may include (but is not limited to):

- Accounting / Audit Related Complaints or Concerns
- Bribery and Kickbacks
- Compliance with Laws, Rules, and Regulations
- Conflict of Interest
- Discrimination
- Expense Reporting (Expense Reimbursement Scheme)
- Gifts and Entertainment
- Information Security
- Intellectual Property
- Quality Concerns
- Retaliation
- Safety Concerns
- Sexual Harassment
- Sexual Misconduct/Inappropriate behavior
- Theft / Fraud (Financial & Other)
- Unfair Labor Practices
- Unprofessional Behavior
- Unusual or Suspicious Activities
- Vendor Concerns
- Violation of Industry-Specific Standards of Conduct
- Environment, Social and Governance Concerns
- Actual or Suspected leak of UPSI
- Others

## **Nature of the Report**

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation. However, the following must be kept in mind while submitting your report:

- Your report should include as much information about the suspected violation as you can provide.
- Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.
- Where you have not reported anonymously, you may be contacted to provide further information to the Committee to believe the complaint is genuine.

## **Channel for reporting protected disclosure/complaint**

Any Whistle Blower who wishes to raise a Concern/Complaint or wanted to make a protected disclosure is encouraged to do so within 14 working days from the date of occurrence of the alleged offense or knowledge thereof, whichever is later to the Committee by way of following the below channels:-



(1) Convercent: Any concerns or questions regarding potential violations of the Code, any other company policy or procedure or applicable law, rules or regulations involving accounting, internal auditing controls, auditing or securities law matters should be directed via Convercent. Convercent is the hotline and case management tool that enables you to report a whistle blower complaint. Please log on to the Convercent website at [wecare.yatra.com](http://wecare.yatra.com) or call on the Convercent Helpline No. 000 800 050 3898 to raise your Whistle Blower complaint/concerns.

(2) By e-mail @ [wecare@yatra.com](mailto:wecare@yatra.com)

Further, in exceptional and appropriate cases as prescribed under the head “Investigation Process” below, Whistle Blower have a right to make a Protected Disclosure directly to the Chairperson of the Audit Committee by:

(1) Sending an e-mail to [ac\\_chair@yatra.com](mailto:ac_chair@yatra.com)

(2) Writing a letter marked as Private and Confidential and addressed to the Chairperson of the Audit Committee and sending it at the Corporate Office of the Company i.e. Gulf Adiba, Plot 272, 4<sup>th</sup> Floor, Udyog Vihar, Phase II, Sector-20, Gurugram – 122 008, Haryana, India.

Complaints/Concern raises filed after 14 working day period may be investigated at the discretion of the Committee.

### **Investigations after You Report**

- All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws.
- Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations.
- Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.
- If at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense.
- This action may include disciplinary action, termination or any other action as permitted under the law against the accused party.
- Reasonable and necessary steps will also be taken to prevent any further violations of Company policies and Code.

### **Investigation Process**

- All Protected Disclosures concerning significant financial/ accounting related complaints should be addressed to the Chairperson of the Audit Committee of the Company for investigation.
- In respect of all other Protected Disclosures, those concerning the CEO, CFO or a Director should be addressed to the Chairperson of the Audit Committee of the Company and those concerning the Executive Officers of the Company to the CEO/CFO and those concerning the other employees should be addressed to the EGC.



- Upon receipt of the concern/ complaint through Convercent or any other mode as provided above, the Head - Human Resource, who is the custodian of the Convercent tool, shall review and assess the nature of the concern/ complaint and inform the EGC within 7 days of receipt.
- An investigation team, shall be appointed by the EGC/Audit Committee, if deemed appropriate, to carry out the investigation of the concern/complaint raised.
- The investigation team shall be responsible for gathering evidence and recommending the action to be taken.
- The recommendation shall be reviewed and the case shall be presented to the EGC/Audit Committee, as the case may be.
- The corrective action or any other remedial action will be taken by the Company in discussion with the EGC within a maximum period of 90 days from the date of receipt of Whistle Blower Complaint/Concerns.
- The periodic report shall be submitted to the Audit Committee about the Protected Disclosures referred to him/ them since the last report together with the results of investigations, if any.
- The decision shall be communicated to relevant stakeholders and implemented by the Human Resources Team within a maximum period of 7 days, post approval from the Committee.

### **No Retaliation**

Company expressly forbids any retaliation against any officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically,

- Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate directly or indirectly against, such an officer or employee in the terms and conditions of his or her employment.
- Any person/employee who participates in any such retaliation is subject to disciplinary action, including termination.
- Individuals must not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.
- If the individual has suffered any such treatment, the Compliance Officer appointed under the Code should be notified immediately. If the matter is not remedied, the matter should be raised formally using Yatra's grievance procedure.
- The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.
- Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.



## **Protection of the Whistle Blower under the Policy**

The whistle blower is entitled towards protection if:

- The individual makes a protected disclosure according to the set down process;
- The disclosure is made in good faith and not meant to cause injury or made due to vengeance or intimidation;
- The whistle blower assists in the process by maintaining confidentiality and not sabotaging the process through spreading rumors and or disclosing facts.

The Company shall take all relevant measures towards the protection of the whistle blower and not blame, discredit or prevent any action detrimental to the employee/whistle blower. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. Any other individual assisting in the said investigation shall also be protected to the same extent as the Whistle blower, as long as the disclosure is made in good faith and not meant to cause injury or made due to vengeance or intimidation

However, if the provisions of the Policy are being used as a defense or a mechanism to mislead the Company or with a malafide intention, the Company may take necessary action against the concerned individual.

## **Confidentiality**

The Company will treat all disclosures under this Policy in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required; in such a case, the organization will institute the protection mechanism as highlighted below.

## **Protection under the policy**

Protection under this Policy shall be available to the employee and directors who raises the concern under this Policy till such time that the complainant's employment subsists with the Company. The protection options available may include anonymity of the Complainant, ensuring no adverse impact on the working environment or career prospects and in certain circumstances may involve a change in role or reporting relationships. In case of a complaint where the identity of the Complainant is known to the Subject and there is a direct working relationship between the parties, the Company may explore a change in the reporting relationship.

## **Record keeping**

Records pertaining to the complaint/concerns shall be maintained by the Human Resource Team and shall be maintained for a period of 5 years or such other period as specified by any other law in force, whichever is more. A copy of the report will also be maintained in the respective file of the Whistle Blower.

**Advisory** – this policy and platform is not meant to address personal grievances. These are serious matters and will involve significant time invested by the Company and all the individuals concerned. Employees are requested to treat Convercent with the appropriate thought and diligence that such matters merit.



### **Disclosures**

The Company shall annually affirm that the management has not denied any personnel to access to the Audit Committee for reporting under this policy. The aforesaid affirmation shall also be disclosed in the Report on Corporate Governance in the Annual Report of the Company.

### **Review**

The Audit Committee shall review the functioning of the mechanism under this Policy.

### **Amendment**

The Company holds the right to amend or modify the Policy, without assigning any reason whatsoever. Any amendment or modification of the Policy would be done by appropriate authority as mandated in law.

The updated Policy shall be made available to all the stakeholders of the Company as soon as the amended Policy becomes notified.

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