

## **MAKEMYTRIP LIMITED**

### **WHISTLE BLOWER POLICY**

This Policy is adopted by MakeMyTrip Limited (the “Company”) to govern the receipt, retention and treatment of complaints regarding Improper Practices or Accounting Misconduct (both terms as defined below) with respect to the Company and its subsidiaries (collectively, the “Group”) and to protect the confidential and anonymous reporting of employee concerns regarding such practices. References herein to “employee” shall mean any employee of any entity in the Group.

#### **1. PURPOSE**

The Company believes in the conduct of its business affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, ethical behavior and prudent commercial practices. The Company is committed to full and accurate financial disclosure and to maintaining the Group’s books and records in compliance with all applicable laws, rules and regulations. The Company has created the Whistle Blower Policy (the “Policy”) to govern all employees in helping the Group achieve the following objectives:

- a.** To provide employees with an avenue to raise concerns, in line with the commitment of the Group’s philosophy of following the highest possible standards of ethical, moral and legal business conduct.
- b.** To open a communication and alarm process to address issues regarding the Group’s business integrity.
- c.** To provide necessary safeguards for the protection of employees from retaliation for whistle blowing in good faith.
- d.** To detect, correct and prevent “Improper Practices,” such term being defined as actions (actual or suspected) that: (i) are not in line with applicable Group policy and philosophy; (ii) are unlawful; (iii) amount to serious improper or unethical conduct; (iv) constitute breaches of social and professional etiquette or constitute morally offensive behavior or (v) may constitute violations of law.
- e.** To detect, correct and prevent “Accounting Misconduct,” such term being defined as actions (actual or suspected) that constitute: (i) securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the U.S. Securities and Exchange Commission (the “SEC”) or the investing public; (ii) violations of SEC rules and regulations or any other laws applicable to the Group’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits; (iii) intentional error or fraud in the preparation, evaluation, review or audit of any financial statement of the Group; (iv) significant deficiencies in or intentional noncompliance with the Group’s

internal accounting controls; (v) misrepresentations or false statements regarding matter contained in the financial records, financial reports or audit reports of the Group or (v) deviation from the full and fair reporting of the Group's financial condition.

## 2. OVERVIEW

- a. Employees will be given the opportunity to submit for review by the Company confidential and anonymous complaints regarding any Improper Practices or Accounting Misconduct or any other matters ("Complaints"). It is the policy of the Company to treat Complaints seriously and expeditiously.
- b. Complaints will be reviewed under by or under the direction of the Company Counsel, and will be referred to the "Audit Committee" of the Company in accordance with this Policy. The heads of the Human Resources and Legal departments are collectively referred to as "Company Counsel".
- c. The Company will abide by all laws that prohibit retaliation or any adverse personnel action against employees who lawfully submit Complaints under the Policy.
- d. In the event that the Company contracts with a third party to handle Complaints or any part of the Complaint process, the third party will comply with the Policy.

## 3. PROCEDURES

- a. Any employee who wishes to file a Complaint is encouraged to do so as promptly as possible after determining that he or she has something to report. Prompt reporting allows for effectively investigating and resolving Complaints (including but not limited to ensuring the availability of witnesses, the accurate recollection of events and timely remedial action).
- b. **Complaints can be submitted by:**
  - i. **Emailing to [Whistle.Blower@go-mmt.com](mailto:Whistle.Blower@go-mmt.com) or**
  - ii. **Calling the toll-free number 000-800- 100-1503 which is maintained by an external third party.**
- c. The Complainant may choose to remain anonymous in which case his/her Internet Protocol (IP) address shall not be tracked or reported.
- d. The Company Counsel shall perform a preliminary inquiry of the Complaint within three working days of receipt of a complaint to determine whether the Complaint is non-frivolous or frivolous.
- e. Complaints which are frivolous or which don't fall with-in the scope of this policy shall be closed by Company Counsel or referred to the appropriate person at the Company. All other Complaints shall be reported to the Audit Committee at either its next meeting held following completion of Company Counsel's preliminary

- review of the Complaint or, if deemed appropriate by Company Counsel, in advance of such meeting.
- f. Reasonable efforts will be used to conduct the investigation that follows from an employee Complaint in a manner that protects the confidentiality and anonymity of the employee submitting that Complaint. The Company will protect the confidentiality and anonymity of that employee to the fullest extent possible, consistent with the need to conduct an adequate review.
  - g. Vendors, customers, business partners and other parties external to the Group can also submit Complaints through email or phone as per the procedure mentioned in clause 3(b) above. The Company is not obligated to keep Complaints from non-employees confidential or to maintain the anonymity of non-employees.

#### **4. OPEN DOOR POLICY**

- a. Employees should, to the extent possible, use the Open Door Policy as defined below before resorting to the whistle blowing procedures.
- b. The Company's Open Door policy ("Open Door Policy") recommends that employees first discuss any issues or concerns with their supervisor, the next level of supervision or the local human resources representative.
- c. The purpose of the Open Door Policy is to encourage open communication, feedback and discussion about any matter of importance to an employee, allowing communication to take place from the bottom levels of Group to its top.
- d. Employees should 'blow the whistle' only if they have used the Open Door method and are dissatisfied with the outcome OR if they have a fear of retaliation for reporting misconduct through the open door procedures OR if they believe the matter is of such urgency and importance that it warrants immediate reporting.

#### **5. TREATMENT OF COMPLAINTS**

- a. Company Counsel shall review the Complaint and may investigate it themselves or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate or assist in investigating the Complaint.
- b. Company Counsel may direct that any individual assigned to investigate a Complaint work at the direction of or in conjunction with Company Counsel or any other attorney in the course of the investigation.
- c. Unless otherwise directed by Company Counsel, the person assigned to investigate will conduct an investigation of the Complaint and report his or her findings or recommendations to Company Counsel. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator may also recommend such action.

- d. Company Counsel (or the individual assigned by them) shall conclude their investigation promptly (but in any event within 180 days of receiving any Complaint), unless an extension of time is granted by the Audit Committee at its discretion.
- e. If any disciplinary, corrective or other action is required based on the findings and conclusion of Company Counsel (or the individual assigned by them), they shall promptly report such action to the Chairman of the Audit Committee. Notice to the Complainant of such action shall be at the discretion of Company Counsel or the Audit Committee.
- f. If determined to be necessary by Company Counsel or the Audit Committee, the Company shall provide for appropriate funding, as determined by Company Counsel or the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert advisors; provided that funding in excess of USD 100,000 with respect to the investigation of any individual Complaint must be approved by the Audit Committee.
- g. At any time with regard to any Complaint, Company Counsel may specify a different procedure for investigating and treating such a Complaint, such as when the Complaint concerns pending litigation.

## **6. RECOURSE**

- a. In exceptional cases where the employee bringing the Complaint is not satisfied with the outcome of the investigation and the decision, he or she may make a direct appeal to the Chair of the Audit Committee at [chairman.ac@go-mmt.com](mailto:chairman.ac@go-mmt.com).

## **7. MISUSE OF POLICY**

- a. An employee who knowingly makes a false Complaint shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures.
- b. An employee who makes a Complaint in good faith shall never be subject to discipline, even if the employee's concerns ultimately prove to be unfounded.

## **8. ACCESS TO REPORTS AND RECORDS AND DISCLOSURE OF INVESTIGATION RESULTS**

- a. All reports and records associated with Complaints are considered confidential information, and access will be restricted to Company Counsel, members of the Audit Committee, the Legal Department, the relevant person (employee or any outside counsel or consultant) involved in investigating a Complaint, as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Company Counsel, or if conflicted, the Audit Committee. For the avoidance of doubt, members of the Audit Committee

shall not be precluded by the foregoing sentence from having full access to all reports and records.

- b.** Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

## **9. RETENTION OF RECORDS**

- a.** All Complaints and documents relating to such Complaints made through the procedures outlined above shall be retained for at least five years from the date of the Complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

## **10. NOTIFICATION**

- a.** The Company has notified employees about the existence and contents of the Policy. All employees must confirm that they understand and shall abide by the Policy. All newly hired employees shall be notified of the Policy, and such employees shall confirm their understanding of and compliance with the Policy.
- b.** The Policy, as amended from time to time, shall be made available on the Company website.

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