

Yatra Capital Limited

Code of Conduct for Prevention of Insider Trading

 | IL&FS Investment Advisors LLC

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1. Background and Objective

Yatra Capital Limited (“the Company”) is committed to comply with the best corporate governance practices. Considering the fiduciary responsibilities being discharged by the Company to its investors, service providers etc, the Company has always strived to preserve confidentiality of unpublished price sensitive information pertaining to the Company and the group (including its direct and indirect subsidiaries).

The Netherlands Authority for the Financial Markets (AFM) is the authority entrusted with the supervision of the conduct of all parties on the financial markets in the Netherlands. The AFM’s objective is ‘to promote an orderly and transparent market process on the financial markets, the integrity of relations between market players and the protection of the consumer.

As the shares of the Company are listed and traded at Euro next, the Company is subject to the market abuse rules contained in Articles 5 of the Act on Financial Supervision (*Wet op het financieel toezicht*) (the "AFS"). These rules generally relate to the maintaining of a 'level playing field' for investors and include the following:

- 1.1 The use of 'inside information' for transacting in the Company's securities is prohibited.
- 1.2 For the purpose of the AFS, 'inside information' means knowledge of concrete information of a non-public nature with respect to the Company or the trading in the Company’s shares (or related derivatives) that, if made public, may have a “significant effect” on the price of the relevant securities. (For further examination of the meaning of "inside information”, see Section 2 below).
- 1.3 The passing on of 'inside information' and recommending transactions in the Company's securities to third parties, is prohibited.
- 1.4 Market manipulation including the dispersal of false or misleading statements with respect to the supply, demand or price of the Company's securities is prohibited.

- 1.5 The Company must disclose 'inside information' or, in the context of disclosure “price sensitive information”, to the general public as soon as possible in order to avoid asymmetry of information and to maintain a 'level playing field'. Disclosure of “price sensitive information' to the market should be made by means of a press release. Sharing of 'inside information'/"price-sensitive information" with certain parties only (other than advisers bound to confidentiality) is generally forbidden.
- 1.6 The disclosure of price-sensitive information to the public may be delayed, if the following three strict criteria can be met:
- (i) delay of disclosure serves a legitimate purpose of the Company,
 - (ii) no misleading of the general public may occur as a result of the delay and
 - (iii) the confidentiality of the information can be safeguarded.

If price-sensitive information is consciously disclosed to a third party, as part of the normal performance of work, profession or position, then unless the third party is bound by a non-disclosure duty with regard to that information (whether statutory or contractual), the Company must simultaneously disclose that information to the public by way of a press release. If the information was not disclosed to a third party consciously, then unless the third party is bound by a non-disclosure duty with regard to that information, the Company must disclose the information to the public without delay.

2. Inside information

As stated above, for the purposes of the AFS, “inside information” means knowledge of concrete information of a non-public nature with respect to the Company or the Company’s shares that, if made public, may have a “significant effect” on the price of the Company's shares. The Autoriteit Financiële Markten (“AFM”) in the Netherlands have published a helpful booklet entitled “Publication of Price Sensitive Information” to help with the interpretation of this definition.

Information that is “concrete” is understood to mean information that pertains to:

- a situation that exists or that may reasonably be assumed to come into existence; or
- an event that has taken place or may reasonably be assumed to take place in the future; and
- that is sufficiently specific to be able to draw a conclusion from as to the possible influence of that situation or event on the price of relevant securities.

To “significantly” affect the price of a security means that a reasonable investor will probably use this information as a partial basis for an investment decision. The potential direction of the price change is irrelevant. It has to be reasonable, by objective standards, to expect that the publication of the information will lead to a price reaction, regardless of whether this actually happens.

There is no hard and fast formula for determining whether particular information will significantly affect the price. The Company is itself responsible for considering whether a particular item constitutes price-sensitive information, as it knows what is important for the business, and for investors.

The AFM have given examples of what they consider would constitute “price-sensitive information”:

Important facts with regard to the financial position and/or results:

- Disclosure of periodical financial results
- Significant deviations from prior projections
- Development of important new products
- Substantial changes to credit facilities and security granted under credit facilities, including breaking covenants
- Cancellation of important credit facilities by one or more banks

- Substantial changes to reporting systems
- Negative shareholders' equity
- Change in auditor (other than regular changes)
- Important law suits/claims/product liability/environmental damages/etc.

Important facts with regard to the business's strategy:

- Purchase or sale of important participations/divisions
- Conclusion/termination of important alliances
- Major re-organizations
- Strategic price changes; drastic changes to the business's activities
- Dissolution of the business
- Requests for suspension of payments or application for bankruptcy.

Important facts with regard to capital/control:

- Splits and reverse splits of shares
- Changes to the rights attached to the various classes of shares
- Dividend announcements, including announcing or altering the ex dividend and changes to dividend policy
- Important changes to the spread of the share ownership and /or free float
- Any protection measures prepared or implemented

3. Delaying disclosure of price sensitive information

Situations may arise in which the Company may decide to delay the immediate publication of price-sensitive information. The Company must make this decision for itself, and bears full responsibility for any delay. The Company must take into account three cumulative conditions before deciding to delay publication:

- (i) the delay must serve a legitimate interest of the Company;
- (ii) the delay must not cause possible deception of the public; and
- (iii) the Company must be able to guarantee the confidentiality of the information.

The Company may provide information to third parties, such as analysts, journalists, investors, financiers, credit rating agencies and employees. This is permitted as long as the disclosure does not concern "price-sensitive information". If it does, the Company must comply with the statutory regulations in the AFS, which provide as follows:

In these circumstances, price-sensitive information does not need to be disclosed (immediately or without delay) if the person to whom the information is disclosed is bound by a non-disclosure duty with regard to that information, whether statutory or contractual.

4. Code of Conduct for prevention of Insider Trading

4.1 Preservation of Price sensitive information

Insiders include any person who is or was connected with the Company or is deemed to have been connected with the Company and is reasonably expected to have access to unpublished price sensitive information in respect of the securities of the Company or has received or has had access to such unpublished price sensitive information and includes Directors and their dependents, an officer or employee of the Company and their dependents, person holding a professional or business relationship between himself and the Company including Corporate Brokers and their employees and dependents, Corporate Advisors and their employees and dependents, Legal Advisors and their employees and dependents, Listing and Paying Agents and their employees and dependents, Investment Manager and its directors, employees and dependents, the Administrators and their employees and dependents and Independent Auditors and their employees and dependents. Investment Manager would include the advisory group in India as well as its parent holding company and its directors, employees and dependants. Insiders shall maintain confidentiality of all the price sensitive information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the shares of the Company.

4.2 Duties and powers of the Compliance Officer

- The Board shall appoint a Compliance officer and shall provide the details of the same to all its investors, employees and advisors and those covered under the definition of an insider.
- The Compliance officer shall have the duties and powers assigned to him or her pursuant to these Insider regulations. The Board of the company may assign additional duties and powers to the Compliance Officer

- The Compliance officer is authorized to request information and/or conduct an investigation, or cause an investigation to be conducted, regarding transactions in the company securities carried out by or for a Board members/advisors etc and report the results of the investigation to the Board of the company
- The Compliance officer shall maintain complete list of all the insiders including directors, Investment sub committee members, advisors etc who shall be covered under this Code of Conduct. The Compliance officer shall maintain the records of all the declarations received in an appropriate form. These records shall be preserved for a minimum period of five years after its latest amendment.
- The Compliance Officer may in consultation with the Board designate "closed periods" during which the Board or other members are prohibited from directly or indirectly conducting or performing transactions in Yatra Securities. The Compliance Officer for Yatra is Ms. Julia Le Feuvre from Minerva Fund Administration Limited, the administrator of the Company.

Closed periods are -

- during the period of two months immediately preceding the publication of annual accounts of Yatra Capital Limited;
- during the period of 21 days immediately preceding the publication of a half-yearly or quarterly accounts of Yatra Capital for the announcement of a dividend or interim dividend by Yatra Capital Limited;
- during a period of one month immediately preceding the publication of a prospectus by Yatra Capital , unless Yatra Capital demonstrates the decision process consists of a shorter period, in which case such shorter period is to be taken into account.

The company must abstain from market manipulation and selective disclosure of insider information, either intentionally or accidentally. Inside information shall be disclosed in an appropriate manner on the website and as mentioned below under disclosure requirements. The share dealing code adopted by the board of the company is placed at Annexure 1.

5. Disclosure and reporting requirements

5.1 Publishing of inside information

Yatra shall without delay publish inside information. Publication of inside information has to be done by means of a press release in the Netherlands and by publishing the same on Yatra's website, Euro next and AFM need to be notified simultaneously

5.2 Notification of transactions by insiders

Insiders shall notify transactions in Yatra's shares thereof within five business days to the AFM. Notifications can be delayed until the moment that the value of the transactions performed by the people exceeds the amount of EUR 5,000 in the calendar year in question. These notifications can also be made through Yatra's Compliance Officer. However, the Board Members will be responsible at all times for the accuracy and timely submission of notifications, even in situations where a Board Member has expressly requested the Compliance Officer to submit the notification on his or her behalf. Simultaneously with the notification to the AFM, the Compliance Officer will inform the Board Member that such notification has been made.

The amount of EUR 5,000 is to be calculated based on the 'prices of the securities' i.e. the purchase or sale price or the amount paid as consideration for the acquisition or disposal of the securities. Relevant forms can be downloaded from the AFM website for disclosing the necessary information at <http://www.afm.nl/en/professionals/diensten/formulieren/kapitaalmarkten/wft-bestuurders-commissarissen.aspx>

This form should be filled out and sent to the AFM, possibly preceded by a fax.

5.3 Exceptions to the prohibition on insider dealing

There are some exceptions to the prohibition on insider dealing wherein the nature of the transaction is such that it does not compromise the integrity of the capital market or the interest of the parties operating on that market like:

- Stabilization and buyback of shares
- Fulfillment of an enforceable commitment
- Granting securities under a personnel plan
- Meeting requirements in respect of transfers
- Commitment to shareholders under a public offer
- Dividend distributions

These Insider Regulations are governed by Dutch law.

Annexure 1 : Share dealing code