

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 2018  
OR  
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR  
☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report  
Commission file number 001-34837

**MakeMyTrip Limited**

(Exact Name of Registrant as specified in its charter)

Not Applicable  
(Translation of Registrant's Name Into English)

Mauritius  
(Jurisdiction of Incorporation or Organization)

19<sup>th</sup> Floor, Building No. 5  
DLF Cyber City  
Gurugram, India, 122002  
(Address of Principal Executive Offices)

Mohit Kabra  
Group Chief Financial Officer  
19<sup>th</sup> Floor, Building No. 5  
DLF Cyber City  
Gurugram, India, 122002  
(91-124) 439-5000  
groupecfo@go-mmt.com

(Name, Telephone, E-mail and/or facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Ordinary Shares, par value \$0.0005 per share  
(Title of Class)

Nasdaq Global Market  
(Name of Exchange On Which Registered)

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report.

**Class**

**Number of Shares Outstanding as of March 31, 2018**

Ordinary shares, \$0.0005 par value per share ("ordinary shares")

59,343,426 shares outstanding

Class B convertible ordinary shares, par value \$0.0005 per share ("Class B Shares")

42,638,206 shares outstanding

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐  
Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act. ☐

<sup>†</sup> The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:  
US GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If “Other” has been checked in the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  
Item 17 ☐ Item 18 ☐

If this is an Annual Report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).  
Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)  
Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court:  
Yes ☐ No ☐

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## CONVENTIONS USED IN THIS ANNUAL REPORT

In this Annual Report, we refer to information regarding the travel service industry and our competitors from market research reports, analyst reports and other publicly available sources. We also refer to data from the United States Central Intelligence Agency “World Factbook,” or CIA World Factbook, the Directorate General of Civil Aviation, the Indian governmental regulatory body for civil aviation, or DGCA, SimilarWeb, App Annie and the CISCO Visual Networking Index.

We conduct our business principally through our Indian subsidiaries, MakeMyTrip (India) Private Limited, or MMT India, and Ibibo Group Private Limited, or ibibo India, a wholly-owned subsidiary of Ibibo Group Holdings (Singapore) Pte. Ltd. (together with its subsidiaries, including ibibo India, the “ibibo Group”), which we acquired from MIH Internet SEA Pte. Ltd., or MIH Internet, on January 31, 2017. Our other principal operating subsidiaries include ITC Bangkok Co., Ltd., Thailand, the main operating entity of the group of companies known as the ITC Group; Luxury Tours & Travel Pte Ltd, Singapore, or Luxury Tours; Luxury Tours (Malaysia) Sdn. Bhd. or Luxury Tours (Malaysia); and MakeMyTrip Inc., or MMT USA. In this Annual Report, unless otherwise stated or unless the context otherwise requires, references to “we,” “us,” “our,” “our company” or “our group” are to MakeMyTrip Limited and its subsidiaries collectively, and references to “our holding company” are to MakeMyTrip Limited on a standalone basis.

In this Annual Report, references to “US,” the “United States” or “USA” are to the United States of America, its territories and its possessions, references to “India” are to the Republic of India, references to “Mauritius” are to the Republic of Mauritius, references to “the Netherlands” are to the Kingdom of the Netherlands, references to “Singapore” are to the Republic of Singapore, references to “Malaysia” are to the Federation of Malaysia and references to “Thailand” are to the Kingdom of Thailand. References to “\$,” “dollars” or “US dollars” are to the legal currency of the United States and references to “Rs.,” “Rupees” or “Indian Rupees” are to the legal currency of India. In this Annual Report, references to “customers” are to our end customers or travelers and references to “suppliers” are to our travel suppliers.

Solely for the convenience of the reader, this Annual Report contains translations of certain Indian Rupee amounts into US dollars at specified rates. Except as otherwise stated in this Annual Report, all translations from Indian Rupees to US dollars are based on the noon buying rate of Rs. 65.11 per \$1.00 in the City of New York for cable transfers of Indian Rupees, as certified for customs purposes by the Federal Reserve Bank of New York on March 31, 2018. No representation is made that the Indian Rupee amounts referred to in this Annual Report could have been or could be converted into US dollars at such rates or any other rates. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

Unless otherwise indicated, the consolidated statement of profit or loss and other comprehensive income (loss) and related notes for fiscal years 2016, 2017 and 2018 and consolidated statement of financial position as of March 31, 2017 and 2018 included elsewhere in this Annual Report have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. References to a particular “fiscal year” are to our fiscal year ended March 31 of that year. Our fiscal quarters end on June 30, September 30, December 31 and March 31. References to a year other than a “fiscal” year are to the calendar year ended December 31. Our financial and operating results for fiscal year 2017 include the financial and operating results of the ibibo Group for the two months ended March 31, 2017 following the completion of our acquisition of the ibibo Group on January 31, 2017 and for the full year in fiscal year 2018.

## CERTAIN NON-IFRS MEASURES

We also refer in various places within this Annual Report to “Adjusted Operating Profit (Loss),” “Adjusted Net Profit (Loss),” “Revenue less Service Cost,” “Adjusted Diluted Earnings (Loss) per Share” and “Net Revenue Margins” which are non-IFRS measures.

For a description of the components and calculation of “Adjusted Operating Profit (Loss),” “Adjusted Net Profit (Loss),” and “Adjusted Diluted Earnings (Loss) per Share” and a reconciliation of these non-IFRS measures to the most directly comparable IFRS measures, see “Item 5. Operating and Financial Review and Prospects — Certain Non-IFRS Measures” elsewhere in this Annual Report. We believe that our current calculations of Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share represent a balanced approach to adjusting for the impact of certain discrete, unusual or non-cash items which are useful in measuring, provide a more accurate representation of, our operating results.

Revenue less Service Cost is calculated as revenue as per IFRS to which certain promotion expenses recorded as a reduction of revenue are added back, and cost for the acquisition of relevant services and products for sale to customers are deducted. For purposes of reporting to the Chief Operating Decision Maker (CODM), certain promotion expenses which are reported as a reduction of revenue are added back to the respective segment revenue lines and marketing and sales promotion expenses. Our Consolidated Statement of Profit or Loss and Other Comprehensive Income (Loss) reports such promotion expenses as a reduction of revenue in the respective revenue lines. Our revenues are recognized on a “net” basis when we are acting as an agent, and on a “gross” basis when we are the “primary obligor.” See “Item 5. Operating and Financial Review and Prospects — Our Revenue, Service Cost and Other Revenue and Expenses — Revenue.” Income from packages, including income on airline tickets sold to customers as a part of tours and packages is accounted for on a gross basis since we are the primary obligor in the arrangement and assume the risks and responsibilities, including the responsibility for delivery of services. Revenue from the packages business which is accounted for on a “gross” basis represents the total amount paid by customers for these travel services and products, while our cost of procuring the relevant services and products for sale to our customers in this business is classified as service cost. We believe that Revenue less Service Cost reflects more accurately the value addition of the travel services that we provide to customers in our packages business where we are the primary obligor and is similar to the revenue on a “net” basis for our air ticketing and hotels business where we act as an agent.

We believe that Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss), Revenue less Service Cost, Net Revenue Margins and Adjusted Diluted Earnings (Loss) per Share are useful in measuring our results. We believe that our current calculations of Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss), Revenue less Service Cost, Net Revenue Margins and Adjusted Diluted Earnings (Loss) per Share represent a balanced approach to adjusting for the impact of certain discrete, unusual or non-cash items which are useful in measuring our results and provide investors and analysts a more relevant representation of our operating results. We believe that investors and analysts in our industry use these non-IFRS measures to compare our company and our performance to that of our global peers.

The IFRS measures most directly comparable to “Adjusted Operating Profit (Loss),” “Adjusted Net Profit (Loss)” and “Adjusted Diluted Earnings (Loss) per Share” are results from operating activities, profit (loss) for the year and diluted earnings (loss) per share, respectively. Each item is more fully explained in “Item 5. Operating and Financial Review and Prospects.” We believe that adjustments to these IFRS measures provide investors and analysts a more relevant representation of our operating results. A limitation of using Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share instead of operating profit (loss), net profit (loss) and diluted earnings (loss) per share calculated in accordance with IFRS as issued by the IASB is that these non-IFRS financial measures exclude a recurring cost, namely share-based compensation. Management compensates for this limitation by providing specific information on the IFRS amounts excluded from Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share. The presentation of these non-IFRS measures is not meant to be considered in isolation or as a substitute for our consolidated financial results prepared in accordance with IFRS as issued by the IASB. For further information and a reconciliation of these non-IFRS measures to the most directly comparable IFRS measures, see “Item 5. Operating and Financial Review and Prospects — Certain Non-IFRS Measures” elsewhere in this Annual Report.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements that relate to our current expectations and views of future events. These forward-looking statements are contained principally in the sections entitled “Item 3. Key Information,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under “Item 3. Key Information — D. Risk Factors,” which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in “Item 3. Key Information — D. Risk Factors,” and the following:

- our ability to maintain and expand our supplier relationships;
- our reliance on technology;
- our ability to expand our business, implement our strategy and effectively manage our growth;
- our ability to successfully implement our growth strategy;
- our ability to attract, train and retain executives and other qualified employees;
- increasing competition in the Indian travel industry;
- risks associated with online commerce security; and
- political and economic stability in and around India, Thailand, and other key travel destinations in Asia and Europe.

The forward-looking statements made in this Annual Report relate only to events or information as of the date on which the statements are made in this Annual Report. Our actual results, performance, or achievement may differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, we can give no assurances that any of the events anticipated by these forward-looking statements will transpire or occur or, if any of the foregoing factors or other risks and uncertainties described elsewhere in this Annual Report were to occur, what impact they would have on these forward-looking statements, including our results of operations or financial condition. In view of these uncertainties, you are cautioned not to place undue reliance on these forward-looking statements.

Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

## **PART I**

### **ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **ITEM 3. KEY INFORMATION**

#### **A. Selected Consolidated Financial Data**

The following selected consolidated statement of profit or loss and other comprehensive income (loss) data for fiscal years 2016, 2017 and 2018 and the selected consolidated statement of financial position data as of March 31, 2017 and 2018 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report. Our financial and operating results for fiscal year 2017 include the financial and operating results of the ibibo Group for the two months ended March 31, 2017 following the completion of our acquisition of the ibibo Group on January 31, 2017 and for the full year in fiscal year 2018.

The selected consolidated statement of profit or loss and other comprehensive income (loss) data for fiscal years 2014 and 2015 and the selected consolidated statement of financial position data as of March 31, 2014, 2015 and 2016 have been derived from our audited consolidated financial statements not included in this Annual Report. The financial data set forth below should be read in conjunction with, and is qualified by reference to, “Item 5. Operating and Financial Review and Prospects” and the consolidated financial statements and notes thereto included elsewhere in this Annual Report. Our consolidated financial statements are prepared and presented in accordance with IFRS as issued by the IASB. Our historical results do not necessarily indicate results expected for any future period.

	Fiscal Year Ended March 31,				
	2014	2015	2016	2017	2018
	(in thousands, except per share data and share count)				
Consolidated Statement of Profit or Loss and Other Comprehensive Income (Loss) Data:					
Revenue:					
Air ticketing	\$ 66,523	\$ 74,325	\$ 78,172	\$ 118,514	\$ 167,391
Hotels and packages	184,501	220,512	251,713	314,254	439,963
Other revenue	4,351	4,825	6,169	14,848	67,902
Total revenue	255,375	299,662	336,054	447,616	675,256
Other Income	1,312	853	1,014	363	435
Service cost:					
Procurement cost of hotels and packages services	(144,508)	(157,897)	(165,264)	(173,919)	(169,347)
Other cost of providing services	(4,471)	(2,816)	(1,770)	—	(6,530)
Personnel expenses	(37,221)	(44,318)	(49,018)	(73,736)	(114,157)
Marketing and sales promotion expenses	(27,885)	(42,724)	(108,966)	(224,424)	(451,818)
Other operating expenses	(52,231)	(59,345)	(67,954)	(81,585)	(120,566)
Depreciation, amortization and impairment	(5,692)	(7,955)	(10,923)	(29,702)	(32,712)
Results from operating activities	(15,321)	(14,540)	(66,827)	(135,387)	(219,439)
Net finance income (costs)	(5,334)	(3,544)	(18,741)	26,979	1,288
Impairment in respect of an equity-accounted investee	—	—	(959)	—	—
Share of loss of equity-accounted investees	(171)	(139)	(1,860)	(1,702)	(1,998)
Loss before tax	(20,826)	(18,223)	(88,387)	(110,110)	(220,149)
Income tax benefit (expense)	(79)	(135)	(155)	(193)	(91)
Loss for the year	\$ (20,905)	\$ (18,358)	\$ (88,542)	\$ (110,303)	\$ (220,240)
Loss per share (including Class B Shares):					
Basic	\$ (0.55)	\$ (0.44)	\$ (2.12)	\$ (2.09)	\$ (2.18)
Diluted	\$ (0.55)	\$ (0.44)	\$ (2.12)	\$ (2.09)	\$ (2.18)
Weighted average number of shares outstanding (including Class B Shares):					
Basic	37,832,246	41,808,897	41,714,518	52,607,986	100,394,080
Diluted	37,832,246	41,808,897	41,714,518	52,607,986	100,394,080



The following table sets forth a summary of our consolidated statement of financial position as of March 31, 2014, 2015, 2016, 2017 and 2018:

	As of March 31,				
	2014	2015	2016	2017	2018
	(in thousands)				
Consolidated Statement of Financial Position Data:					
Trade and other receivables, net	\$ 29,356	\$ 29,852	\$ 29,168	\$ 37,284	\$ 58,315
Term deposits	105,170	93,492	169,312	95,673	202,335
Cash and cash equivalents	38,011	49,857	53,434	101,704	187,647
Net current assets	37,264	98,173	157,925	128,787	340,614
Total assets	269,837	279,615	400,989	1,544,784	1,765,456
Total equity	162,300	157,854	77,609	1,405,462	1,558,932
Loans and borrowings	318	499	197,300	749	652
Trade and other payables	86,214	103,655	110,296	121,563	181,430
Total liabilities	107,537	121,761	323,380	139,322	206,524
Total equity and liabilities	\$ 269,837	\$ 279,615	\$ 400,989	\$ 1,544,784	\$ 1,765,456

**Other Data:**

The following table sets forth, for the periods indicated, certain selected consolidated financial and other data:

	Fiscal Year Ended March 31,				
	2014	2015	2016	2017	2018
	(in thousands, except percentages)				
Number of transactions:					
Air ticketing	3,999	5,433	6,961	9,380	15,185
Hotels and packages	870	1,386	3,137	6,874	13,196
Air ticketing - Flight segments (1)	— (2)	— (2)	— (2)	20,560	33,339
Hotels and packages - Room nights (3)	— (2)	— (2)	— (2)	10,535	21,911
Revenue less Service Cost: (4)					
Air ticketing	\$ 62,052	\$ 71,509	\$ 76,402	\$ 118,514	\$ 202,064
Hotels and packages	39,993	62,615	86,449	140,335	313,684
Other revenue	4,351	4,825	6,169	14,848	61,372
	\$ 106,396	\$ 138,949	\$ 169,020	\$ 273,697	\$ 577,120
Gross bookings: (5)					
Air ticketing	\$ 943,699	\$ 1,175,379	\$ 1,275,748	\$ 1,545,152	\$ 2,704,522
Hotels and packages	317,518	472,998	565,765	745,136	1,389,623
Net Revenue Margins: (6)					
Air ticketing	6.6%	6.1%	6.0%	7.7%(7)	7.5%
Hotels and packages	12.6%	13.2%	15.3%	18.8%	22.6%

Notes:

- (1) “Flight segment” means a flight between two cities, whether or not such flight is part of a larger or longer itinerary.
- (2) In fiscal year 2018, we began tracking flight segments and room nights as measures of our business performance in our air ticketing and hotels and packages segments, respectively. Accordingly, fiscal year 2017 information has been presented for comparative purposes.
- (3) “Room nights,” also referred to as a “hotel-room nights,” is the total number of hotel rooms occupied by a customer or group, multiplied by the number of nights that such customer or group occupies those rooms.
- (4) As certain parts of our revenue are recognized on a “net” basis and other parts of our revenue are recognized on a “gross” basis, we evaluate our financial performance based on Revenue less Service Cost, which is a non-IFRS measure, as we believe that Revenue less Service Cost reflects more relevant information regarding the value addition of the travel services that we provide to our customers. The presentation of this non-IFRS information is not meant to be considered in isolation or as a substitute for

our consolidated financial results prepared in accordance with IFRS as issued by the IASB. Our Revenue less Service Cost may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

The following table reconciles our revenue (an IFRS measure) to Revenue less Service Cost (a non-IFRS measure):

	Air Ticketing					Hotels and Packages				
	Fiscal Year Ended March 31,					Fiscal Year Ended March 31,				
	2014	2015	2016	2017	2018	2014	2015	2016	2017	2018
	(in thousands)									
Revenue as per IFRS	\$ 66,523	\$ 74,325	\$ 78,172	\$ 118,514	\$ 167,391	\$ 184,501	\$ 220,512	\$ 251,713	\$ 314,254	\$ 439,963
Add: Promotion expenses recorded as a reduction of revenue	—	—	—	—	34,673	—	—	—	—	43,068
	\$ 66,523	\$ 74,325	\$ 78,172	\$ 118,514	\$ 202,064	\$ 184,501	\$ 220,512	\$ 251,713	\$ 314,254	\$ 483,031
Less:										
Service Cost	4,471	2,816	1,770	—	—	144,508	157,897	165,264	173,919	169,347
Revenue less Service Cost	\$ 62,052	\$ 71,509	\$ 76,402	\$ 118,514	\$ 202,064	\$ 39,993	\$ 62,615	\$ 86,449	\$ 140,335	\$ 313,684
	Other Revenue					Total				
	Fiscal Year Ended March 31,					Fiscal Year Ended March 31,				
	(in thousands)									
	2014	2015	2016	2017	2018	2014	2015	2016	2017	2018
Revenue as per IFRS	\$ 4,351	\$ 4,825	\$ 6,169	\$ 14,848	\$ 67,902	\$ 255,375	\$ 299,662	\$ 336,054	\$ 447,616	\$ 675,256
Add: Promotion expenses recorded as a reduction of revenue	—	—	—	—	—	—	—	—	—	77,741
	\$ 4,351	\$ 4,825	\$ 6,169	\$ 14,848	\$ 67,902	\$ 255,375	\$ 299,662	\$ 336,054	\$ 447,616	\$ 752,997
Less:										
Service Cost	—	—	—	—	6,530	148,979	160,713	167,034	173,919	175,877
Revenue less Service Cost	\$ 4,351	\$ 4,825	\$ 6,169	\$ 14,848	\$ 61,372	\$ 106,396	\$ 138,949	\$ 169,020	\$ 273,697	\$ 577,120

- (5) Gross bookings represent the total amount paid by our customers for the travel services and products booked through us, including taxes, fees and other charges, and are net of cancellations, discounts and refunds.
- (6) Net Revenue Margins is defined as Revenue less Service Cost as a percentage of gross bookings.
- (7) In fiscal year 2017, we recognized incremental revenue of \$9.2 million based on quarterly evaluation of trends of refund rights exercised by our customers along with a change in the estimate for provisions for cancelled tickets pursuant to confirmation from a supplier. Excluding such incremental revenue, our Net Revenue Margin for air ticketing for fiscal year 2017 would be 7.1%.

## B. Capitalization and Indebtedness

Not applicable.

## C. Reasons for the Offer and Use of Proceeds

Not applicable.

## D. Risk Factors

*This Annual Report contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those described in the following risk factors and elsewhere in this Annual Report. If any of the following risks actually occur, our business, financial condition and results of operations could suffer.*

## **Risks Related to Us and Our Industry**

### ***Declines or Disruptions in the Travel Industry Could Adversely Affect Our Business and Financial Performance.***

Our business and financial performance is affected by the health of the travel industry in India and worldwide, including changes in supply and pricing. Events specific to the travel industry that could negatively affect our business include continued fare increases, travel-related strikes or labor unrest, general civil unrest, fuel price volatility and bankruptcies or liquidations of our suppliers. For example, events in the Middle East over the past several years have resulted in an adverse impact on travel to that region. Such events also impact crude oil prices which may have an adverse impact on the travel industry globally, including our business. Similarly, political unrest in Bangkok, Thailand, has negatively impacted travel to those locations. Sudden disruptions in travel have also followed terrorist attacks such as the events of September 11, 2001 in the United States, the terrorist attacks in Paris, Brussels and the United Kingdom between 2015 and 2017 and adverse weather conditions or other natural disasters such as the April 2015 Nepal earthquake, the September 2014 Kashmir (India) floods and pandemic situations. In addition, the drop in the average value of the Indian Rupee as compared to the US dollar in fiscal year 2017 adversely impacted the Indian travel industry as it made travel for Indian consumers outside of India more expensive.

Additionally, our business is sensitive to safety concerns, and thus our business has in the past declined and may in the future decline after incidents of actual or threatened terrorism, during periods of political instability or conflict or during other periods in which travelers become concerned about safety issues, including as a result of natural disasters such as tsunamis or earthquakes or when travel might involve health-related risks, such as the influenza A virus (H1N1), avian flu (H5N1 and H7N9), Severe Acute Respiratory Syndrome, the Zika virus or other epidemics or pandemics. In addition, there may be work stoppages or labor unrest at airlines or airports. Acts of terrorism and adverse weather conditions or other natural disasters such as those mentioned above may also in the future have a negative impact on our tourism business. Hotels, airlines, airports and cruises have in recent years been the subject of terrorist attacks, including on cruise ships and in India, Spain, Egypt, Russia, Turkey, Sri Lanka, France, Belgium and the United Kingdom. Such events are outside our control and could result in a significant decrease in demand for our travel services. Any such decrease in demand, depending on its scope and duration, together with any other issues affecting travel safety, could significantly and adversely affect our business and financial performance over the short and long term. The occurrence of such events could result in disruptions to our customers' travel plans and we may incur additional costs and constrained liquidity if we provide relief to affected customers by not charging cancellation fees or by refunding the cost of airline tickets, hotel reservations and other travel services and products. If there is a prolonged substantial decrease in travel volumes, particularly air travel and hotels, for these or any other reasons, our business, financial condition and results of operations would be adversely affected.

### ***Our Business and Results of Operations Could Be Adversely Affected by Global Economic Conditions.***

Perceived or actual adverse economic conditions, including slow, slowing or negative economic growth, unemployment rates, inflation and weakening currencies, and concerns over government responses such as higher taxes and reduced government spending, could impair consumer spending and adversely affect travel demand. Consumer purchases of discretionary items generally decline during periods of recession and other periods in which disposable income is adversely affected. As a substantial portion of travel expenditure, for both business and leisure, is discretionary, the travel industry tends to experience weak or reduced demand during economic downturns.

Unfavorable changes in the above factors or in other business and economic conditions affecting our customers could result in fewer reservations made through our websites and/or lower our Net Revenue Margins, and have a material adverse effect on our financial condition and results of operations.

The global economy may be adversely impacted by unforeseen events beyond our control including incidents of actual or threatened terrorism, regional hostilities or instability, unusual weather patterns, natural disasters, political instability and health concerns (including epidemics or pandemics), defaults on government debt, tax increases and other matters that could reduce discretionary spending, tightening of credit markets and further declines in consumer confidence. In addition, the uncertainty of macro-economic factors and their impact on consumer behavior, which may differ across regions, makes it more difficult to forecast industry and consumer trends and the timing and degree of their impact on our markets and business, which in turn could adversely affect our ability to effectively manage our business and adversely affect our results of operations. The weakness and uncertainty in the global economy have negatively impacted both corporate and consumer spending patterns and demand for travel services, globally and in India, and may continue to do so in the future.

As an intermediary in the travel industry, a significant portion of our revenue is affected by fares and tariffs charged by our suppliers as well as volumes of sales made by us. During periods of poor economic conditions, airlines and hotels tend to reduce rates or offer discounted sales or run promotions to stimulate demand, thereby reducing our commission-based income. A slowdown in economic conditions may also result in a decrease in transaction volumes and adversely affect our revenue. It is difficult to predict the effects of the uncertainty in global economic conditions. If economic conditions worsen globally or in India, our growth plans, business, financial condition and results of operations could be adversely impacted.

***If We Are Unable to Maintain Existing, and Establish New, Arrangements with Travel Suppliers, Our Business May Be Adversely Affected.***

Our business is dependent on our ability to maintain our relationships and arrangements with existing suppliers, such as airlines which supply air tickets to us directly, Amadeus IT Group SA and Travelport Worldwide Ltd, our global distribution system, or GDS, service providers, Indian Railways, hotels, hotel suppliers and destination management companies, bus operators and car hire companies, as well as our ability to establish and maintain relationships with new travel suppliers. A substantial portion of our Revenue less Service Cost is derived from fees and commissions negotiated with travel suppliers for bookings made through our websites, mobile platforms or via our other distribution channels. Adverse changes in existing arrangements, including an inability by any travel supplier to fulfill their payment obligation to us in a timely manner, increasing industry consolidation or our inability to enter into or renew arrangements with these parties on favorable terms, if at all, could reduce the amount, quality, pricing and breadth of the travel services and products that we are able to offer, which could adversely affect our business and financial performance. For example, we have experienced short-term disruptions in the supply of tickets from domestic airlines in the past.

In addition, adverse economic developments affecting the travel industry could also adversely impact our ability to maintain our existing relationships and arrangements with one or more of our suppliers. In particular, adverse changes to the overall business and financial climate for the airline industry in India due to various factors including, but not limited to, rising fuel costs, high taxes, significant depreciation of the Indian Rupee as compared to the US dollar making travel for Indian consumers outside India more expensive, and increased liquidity constraints, could affect the ability of one or more of our airline suppliers to continue to operate or otherwise meet our demand for tickets, which, in turn, could materially and adversely affect our financial results. In addition, adverse changes to the overall business and financial climate for the airline industry in India due to various factors including, but not limited to, rising fuel costs, high taxes, significant depreciation of the Indian Rupee as compared to the US dollar making travel for Indian consumers outside India more expensive, and increased liquidity constraints, resulted in airlines in India reducing the base commissions paid to travel agencies. Over the last few years, the domestic airlines in India have continued to reduce the base commissions paid to travel agencies, which has had an adverse impact on our business in the past and rising competition in the Indian travel market prompted us to significantly increase our spending on marketing and sales expenses to promote transactions on our mobile platforms in India and to promote our non-air ticketing business. Any consolidation in the airline industry involving our suppliers may also adversely affect our existing relationships and arrangements with such suppliers. During fiscal year 2016, 2017 and 2018, we made significant investments in our ongoing customer inducement and acquisition programs, such as cash incentives and select loyalty program incentive promotions, to accelerate growth in our standalone hotel booking business in response to increased competition in the domestic travel market in India. This was the primary factor that resulted in our net loss of \$(88.5) million, \$(110.3) million and \$(220.2) million in fiscal years 2016, 2017 and 2018, respectively.

No assurance can be given that our agreements or arrangements with our travel suppliers or GDS service providers will continue. In addition, our travel suppliers or GDS service providers may further reduce or eliminate fees or commissions or attempt to charge us for content, terminate our contracts, make their products or services unavailable to us as part of exclusive arrangements with our competitors or default on or dispute their payment or other obligations towards us, any of which could reduce our revenue and Net Revenue Margins or may require us to initiate legal or arbitral proceedings to enforce their contractual payment obligations, which may adversely affect our business and financial performance. See also “— Some of Our Airline Suppliers (Including Our GDS Service Providers) May Reduce or Eliminate the Commission and Other Fees They Pay to Us for the Sale of Air Tickets and This Could Adversely Affect Our Business and Results of Operations.”

***We Do Not Have Formal Agreements with Many of Our Travel Suppliers.***

We rely on various travel suppliers to facilitate the sale of our travel services. We do not have formal agreements with many of our travel suppliers, including low-cost airlines and many hotels, whose booking systems or central reservations systems are relied upon by us for bookings and confirmation as well as certain payment gateway arrangements, and there can be no assurance that these third parties will not terminate these arrangements with us at short notice or without notice. Further, where we have entered into formal agreements, many of these agreements are short-term contracts, requiring periodic renewal and providing our counterparties with a right to terminate at short notice or without notice. Some of these agreements are scheduled to expire in the near future and we are in the process of renewing those agreements. Many of our suppliers with whom we have formal agreements, including airlines, are also able to alter the terms of their contracts with us at will or at short notice. For example, our agreement with Indian Railways Catering and Tourism Corporation Limited, or IRCTC, which allows us to transact with Indian Railways' passenger reservation system through the Internet, can be terminated or temporarily suspended by IRCTC without prior notice and at its sole discretion. Termination, non-renewal or suspension or an adverse amendment of any of the abovementioned agreements and/or arrangements could have a material adverse effect on our business, financial condition and results of operations.

***We Have Sustained Operating Losses in the Past and May Continue to Experience Operating Losses in the Future.***

We sustained operating losses in fiscal years from 2013 to 2018 and in all our fiscal years prior to and including fiscal year 2010. While we generated operating profits in fiscal years 2011 and 2012, there can be no assurance that we will be able to return to profitability or that we can avoid operating losses in the future. We expect to continue making investments in mobile technology, marketing and sales promotion (including brand building) and customer acquisition programs and expanding our hotels and packages offerings as part of our long-term strategy to increase the net revenue contribution of our hotels and packages business and to increase the share of customers visiting and transacting with us over our mobile platforms. The degree of increases in these expenses will be largely based on anticipated organizational growth and revenue trends, the competitive environment, pricing trends and trends in online penetration of the Indian travel market. As a result, any decrease or delay in generating additional sales volumes and revenue could result in substantial operating losses. For example, during fiscal years 2016, 2017 and 2018, we made significant investments in our ongoing customer inducement and acquisition programs, such as cash incentives and select loyalty program incentive promotions, to accelerate growth in our standalone hotel booking business in response to increased competition in the domestic travel market in India. This was the primary factor that resulted in our net loss of \$(88.5) million, \$(110.3) million and \$(220.2) million in fiscal year 2016, 2017 and 2018, respectively.

***The Travel Industry in India and Worldwide is Intensely Competitive, and We May Not Be Able to Effectively Compete in the Future.***

The market for travel services and products is highly competitive. We primarily compete with established and emerging providers of travel services and products, including other online travel agencies such as Yatra.com, Booking.com, Cleartrip.com, Expedia.com, traditional travel agencies, tour operators, travel suppliers and intermediaries that provide travel services. Large, established internet search engines have also launched applications offering travel itineraries in destinations around the world, and meta-search companies who can aggregate travel search results also compete with us for customers. The Indian market is highly competitive, and current and new competitors may be able to launch new services at a lower cost. In the hotels and packages segment, we primarily compete with traditional travel players such as Cox & Kings, Thomas Cook and others in packages offerings, as well as OTAs in the case of standalone hotel bookings and new entrants.

Factors affecting our competitive success include, among other things, price, availability and breadth of choice of travel services and products, brand recognition, customer service, fees charged to travelers, ease of use, accessibility and reliability. Certain of our competitors have launched brand marketing campaigns to increase their visibility with customers. In addition, many large hotel chains and OTCs have launched initiatives, such as increased discounting and incentives, to encourage consumers to book accommodations through their websites. Discounting and couponing coupled with a high degree of consumer shopping behavior is particularly common in Asian markets we operate in, while brand loyalty in such markets is less important. In some cases, our competitors are willing to make little or no profit on a transaction, or offer travel services at a loss, in order to gain market share. Some of our competitors have significantly greater financial, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian travel market (particularly in the hotels and packages business) as

compared with us. From time to time we may be required to reduce service fees and Net Revenue Margins in order to compete effectively and maintain or gain market share.

Further, we may also face increased competition from new entrants in our industry, some of whom may offer discounted rates and other incentives from time to time. We cannot assure you that we will be able to successfully compete against existing or new competitors in our existing lines of business as well as new lines of business into which we may venture. If we are not able to compete effectively, our business and results of operations may be adversely affected.

Some travel suppliers are seeking to decrease their reliance on distribution intermediaries like us, by promoting direct distribution channels. Many airlines, hotels, car rental companies and tour operators have call centers and have established their own travel distribution websites and mobile applications. From time to time, travel suppliers offer advantages, such as bonus loyalty awards and lower transaction fees or discounted prices, when their services and products are purchased from supplier-related channels. We also compete with competitors who may offer less content, functionality and marketing reach but at a relatively lower cost to suppliers. If our access to supplier-provided content or features were to be diminished either relative to our competitors or in absolute terms or if we are unable to compete effectively with travel supplier-related channels or other competitors, our business could be materially and adversely affected.

***We Have Incurred and May Continue to Incur Significant Expenses to Grow Our Businesses, Including Marketing and Sales Promotion Expenses.***

In order to drive our growth strategy in the hotels business, we have incurred increased marketing and sales promotion expenses. For example, our marketing and sales promotion expenses have increased from \$109.0 million in fiscal year 2016 to \$224.4 million in fiscal year 2017 (including the contribution of marketing and sales promotion expenses from the ibibo Group, which we acquired in January 2017) to \$529.6 million in fiscal year 2018 as we made significant investments in our ongoing customer acquisition programs, such as cash incentives and select loyalty program incentive promotions, to accelerate growth in our standalone hotel booking business in response to increased competition in the domestic travel market in India. We may continue to incur such expenses in future, including expenses associated with our strategy of converting our traditional offline customers into online customers. We have incurred and expect to continue to incur significant expenses associated with customer inducement and acquisition programs in our hotels and packages business to offer cash incentives and select loyalty program incentive promotions from time to time on our booking platforms. We may also increase our marketing and sales promotion expenses as a result of our expansion into new markets and such expenses may not be offset by increased revenue particularly at the initial commencement of business in these new markets. We may also be required to lower our fees and commissions charged to hotel suppliers to retain and increase our market share in response to competitors that are able to negotiate better rates and higher performance linked and other incentives from such suppliers, including new entrants with greater financial resources than us. We may also incur increasing marketing and sales promotion expenses as we grow our redBus business (which we acquired as part of our acquisition of the ibibo Group), which competes with, among others, Abhibus, Paytm and other regional competitors. Such expenses and any loss of revenue from competitive pressures may adversely affect our business, financial condition and results of operations.

***We Rely on Third-Party Systems and Service Providers, and Any Disruption or Adverse Change in Their Businesses Could Have a Material Adverse Effect on Our Business.***

We currently rely on a variety of third-party systems, service providers and software companies. These include the GDSs and, other electronic central reservation systems used by airlines, various offline and online channel managing systems and reservation systems used by hotels and accommodation suppliers and aggregators. We also rely on systems used by Indian Railways, and systems used by bus and car operators and aggregators, as well as other technologies used by payment gateway providers. In particular, we rely on third parties to:

- enable searches for airfares and process air ticket bookings;
- process hotel reservations;
- process bus ticket bookings and car rental reservations;
- process credit card, debit card, net banking and e-wallet payments;
- provide computer infrastructure critical to our business; and
- provide customer relationship management, or CRM, software services.

Any interruption or deterioration in performance of these third-party systems and services could have a material adverse effect on our business. Further, the information provided to us by certain of these third-party systems, such as the central reservations systems of certain of our hotel suppliers, may not always be accurate due to either technical glitches or human error, and we may incur monetary and/or reputational loss as a result.

Our success is also dependent on our ability to maintain our relationships with these third-party systems and service providers, including our technology partners. In the event our arrangements with any of these third parties are impaired or terminated, we may not be able to find an alternative source of systems support on a timely basis or on commercially reasonable terms, which could result in significant additional costs or disruptions to our business.

***Our Strategic Investments and Acquisitions May Not Bring Us Anticipated Benefits, and We May Not Be Successful in Pursuing Future Investments and Acquisitions.***

Part of our growth strategy is the pursuit of strategic investments and acquisitions, and we have made a number of investments and acquisitions in the past. For example, in 2012, we acquired a 100% equity interest in the group of companies known as the Hotel Travel Group, including its principal operating subsidiaries, Hotel Travel Limited, Malaysia and HTN Co., Ltd., Thailand. The Hotel Travel Group is an established travel company operating in Southeast Asia. In January 2017, we acquired a 100% equity interest in the ibibo Group, which provides online travel services in India. We believe that our investments and acquisitions serve to strengthen our presence in key geographic markets and expand the travel products and services that we offer our customers.

There can be no assurance that our investments and acquisitions will achieve their anticipated benefits. During fiscal year 2017, we significantly reduced our Hotel Travel Group operations and recognized an impairment of related goodwill and brands of \$14.6 million. Following the completion of our acquisition of the ibibo Group in January 2017, we now own three brands, MakeMyTrip and goibibo, through which we operate similar businesses in the online travel industry and redBus, through which we operate our bus ticketing platform. There can be no assurance that we will be able to operate all our businesses successfully or that one brand will not attract business from the other. We may not be able to integrate acquired operations, personnel and technologies successfully or effectively manage our combined business following the acquisition. Our investments and acquisitions may subject us to uncertainties and risks, including potential ongoing and unforeseen or hidden liabilities, diversion of management resources and cost of integrating acquired businesses. We may also experience difficulties and additional expenses associated with supporting legacy products and hosting infrastructure of the acquired business and retaining suppliers and customers of the acquired business.

We may not succeed in implementing our strategy of growth through strategic investments and acquisitions in the future as it is subject to many factors which are beyond our control, including our ability to identify, attract and successfully execute suitable acquisition opportunities and partnerships. Any failure to achieve the anticipated benefits of our past investments and acquisitions or to consummate new investments and acquisitions in the future could negatively impact our ability to compete in the travel industry and have a material adverse effect on our business.

For details on our investments and acquisitions, see “Item 4. Information On the Company — History and Development of our Company — Investments and Acquisitions.”

***Our Results of Operations Are Subject to Fluctuations in Currency Exchange Rates.***

Our presentation currency is the US dollar. However, the functional currency of MMT India and ibibo India, our key operating subsidiaries, is the Indian Rupee. We receive a substantial portion of our revenue in Indian Rupees and most of our costs are incurred in Indian Rupees. Any fluctuation in the value of the Indian Rupee against the US dollar, such as the approximately 2.5% depreciation in the average value of the Indian Rupee as compared to the US dollar in fiscal year 2017 as compared to the average value of the Indian Rupee against the US dollar in fiscal year 2016, will affect our results of operations. The drop in the average value of the Indian Rupee as compared to the US dollar in fiscal year 2017 adversely impacted the Indian travel industry as it made outbound travel for Indian consumers more expensive. In addition, our exposure to foreign exchange risk also arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade and other payables, and cash and cash equivalents.

Based on our operations in fiscal year 2018, a 10.0% appreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have increased our loss for fiscal year 2018 by \$8.3 million. Similarly, a 10.0% depreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have decreased our loss for fiscal year 2018 by \$8.3 million.

We are also exposed to movements between the US dollar and the Indian Rupee in our US and UAE operations, as 1.1%, 0.2% and 0.1% of our revenue for fiscal years 2016, 2017 and 2018, respectively, was generated by MMT India from its air ticketing business, and received in US dollars, although our expenses are generally incurred in Indian Rupees. Additionally, we primarily receive revenue from our hotels and packages business in Indian Rupees, but a portion of our expenses in this segment (those relating to outbound hotels and packages from India in particular) could be incurred in a non-Indian currency. We currently do not have any hedging agreements or similar arrangements with any counter-party to cover our exposure to any fluctuations in foreign exchange rates. Fluctuation in the Indian Rupee-US dollar exchange rate could have a material adverse effect on our business financial condition and results of operations, which we report in US dollars.

***We Outsource a Significant Portion of Our Call Center Services and If Our Outsourcing Service Providers Fail to Meet Our Requirements or Face Operational or System Disruptions, Our Business May Be Adversely Affected.***

We outsource our call center service for sales for all international flights and most of our hotel reservations and packages. We also outsource our call center service for post-sales customer service support for all flights (domestic and international), hotel reservations and packages, and rail and bus ticketing, as well as back office fulfillment and ticketing services, to various third parties in India. If our outsourcing service providers experience difficulty meeting our requirements for quality and customer service standards, our reputation could suffer and our business and prospects could be adversely affected. Our operations and business could also be materially and adversely affected if our outsourcing service providers face any operational or system interruptions.

Further, many of our contracts with outsourcing service providers are short-term or have short notice periods. For example, our agreements with each of our call center providers may be terminated by either party on relatively short notice ranging from 30 to 90 days. In the event one or more of our contracts with our outsourcing service providers is terminated on short notice, we may be unable to find alternative outsourcing service providers on commercially reasonable terms, or at all. Further, the quality of the service provided by a new or replacement outsourcing service provider may not meet our requirements, including during the transition and training phase. Hence, termination of any of our contracts with our outsourcing service providers could cause a decline in the quality of our services and disrupt and adversely affect our business results of operations and financial condition.

***We Rely on Information Technology to Operate Our Business and Maintain Our Competitiveness, and Any Failure to Adapt to Technological Developments or Industry Trends Could Harm Our Business.***

The markets in which we compete are characterized by rapidly changing technology, evolving industry standards, competitor consolidation, frequent new service announcements and changing consumer demands. We may not be able to keep up with these rapid changes. In addition, these market characteristics are heightened by the progress of technology adoption in various markets, including the continuing adoption of the internet and online commerce in certain geographies and the emergence and growth of the use of smartphones and tablets for mobile e-commerce transactions, including through the increasing use of mobile apps. New developments in other areas, such as cloud computing, could make entering our markets easier for competitors due to lower upfront technology costs. As a result, our future success depends in part on our ability to adapt to rapidly changing technologies, to adapt our services and online platforms to evolving industry standards and to continually innovate and improve the performance, features and reliability of our services and online platforms in response to competitive service offerings and the evolving demands of the marketplace. In particular, it is increasingly important for us to effectively offer our services on mobile devices through mobile apps and mobile-optimized websites. Any failure by us to successfully develop and achieve customer adoption of our mobile apps and mobile-optimized websites would have a material and adverse effect on our growth, market share, business and results of operations. We believe that ease-of-use, comprehensive functionality and the look and feel of our mobile apps and mobile-optimized websites are increasingly critical as consumers obtain more of their travel and related services through mobile devices. As a result, we intend to continue to invest in the maintenance, development and enhancement of our websites and mobile platforms. Further, technical innovation often results in bugs and other system failures. Any such bug or failure, especially in connection with



a significant technical implementation could result in lost business, harm to our brands or reputation, customer complaints and other adverse consequences, any of which could adversely affect our business, financial condition and results of operations.

In addition, we license from third-parties some of the technologies incorporated into our websites, and there can be no assurance that we will be able to renew such licenses on favorable terms or at all. As we continue to introduce new services that incorporate new technologies, we may be required to license additional technology. We cannot be sure that such technology licenses will be available on commercially reasonable terms, if at all.

***Some of Our Airline Suppliers (Including Our GDS Service Providers) May Reduce or Eliminate the Commission and Other Fees They Pay to Us for the Sale of Air Tickets, and This Could Adversely Affect Our Business and Results of Operations.***

In our air ticketing business, we generate revenue through commissions and incentive payments from airline suppliers, service fees charged to our customers and fees earned from our GDS service providers. Our airline suppliers may reduce or eliminate the commissions and incentive payments they pay to us. For example, few airlines in India have reduced the base commissions paid to travel agencies during fiscal year 2015. To the extent any of our airline suppliers further reduce or eliminate the commissions or incentive payments they pay to us in the future, our revenue may be further reduced unless we are able to adequately mitigate such reduction by increasing the service fees we charge to our customers in a sustainable manner. Any increase in service fees, to mitigate reductions in or elimination of commissions or otherwise, may also result in a loss of potential customers. Further, our arrangements with the airlines that supply air tickets to us may limit the amount of service fees that we are able to charge our customers. Our business would also be negatively impacted if competition or regulation in the travel industry causes us to reduce or eliminate our service fees.

***We Depend on and Expect to Continue to Depend on a Concentrated Base of Airline Suppliers in India for a Significant Percentage of our Air Ticketing Revenue.***

As a substantial portion of our air ticketing revenue is represented by base commissions and incentive payments paid to us by a relatively concentrated base of domestic airlines, a reduction or elimination in base commissions and incentive payments by any one or all of these airlines could have a material adverse effect on our revenue. Over the last few years, the domestic airlines in India have continued to reduce the base commissions paid to travel agencies.

In addition, our reliance on a concentrated base of airline suppliers in India gives those airline suppliers additional bargaining power in negotiating agreements with us. A reduction or elimination of base commissions and incentive payments by any of these domestic airline suppliers, the loss of any of these domestic airline suppliers or a domestic airline supplier exerting significant price and margin pressure on us could materially and adversely affect our business, financial condition and results of operations.

***We Rely on the Value of Our Brands, and Any Failure to Maintain or Enhance Consumer Awareness of Our Brands Could Have a Material Adverse Effect on Our Business, Financial Condition and Results of Operations.***

We believe continued investment in our brand, “MakeMyTrip,” is critical to retain and expand our business. We believe that our brand is well respected and recognized in the Indian travel market. We have invested in developing and promoting our brand since our inception and expect to continue to spend on maintaining our brand’s value to enable us to compete against increased spending by our competitors, as well as against emerging competitors, including search engines and meta-search engines, and to allow us to expand into new geographies and products where our brand is not well known. With the acquisition of the ITC Group in November 2012, we acquired the “ITC” brand, which we believe is a well-known brand in Southeast Asia. We also acquired the “goibibo” and “redBus” brands, which we believe are well-known in India, through our strategic combination with the ibibo Group by way of an acquisition of the ibibo Group in January 2017. We have invested and intend to continue to invest in developing and promoting these brands. There is no assurance that we will be able to successfully maintain or enhance consumer awareness of our brands. Even if we are successful in our branding efforts, such efforts may not be cost-effective. Our marketing costs may also increase as a result of inflation in media pricing (including search engine keywords). If we are unable to maintain or enhance consumer awareness of our brands and generate demand in a cost-effective manner, it would negatively impact our ability to compete in the travel industry and would have a material adverse effect on our business. See also “— We Cannot Be Sure That Our Intellectual Property Is Protected from Copying or Use by Others, Including Current or Potential Competitors, and We May Be Subject to Third Party Claims for Intellectual Property Rights Infringement.”

***We May Not Be Successful in Implementing Our Growth Strategies.***

Our growth strategies involve expanding our hotels and packages business (including through our travel agents' network), expanding our service and product offerings, enhancing our service platforms by investing in technology, expanding into new geographic markets and pursuing strategic partnerships and acquisitions.

Our success in implementing our growth strategies is affected by:

- our ability to expand our businesses through strategic acquisitions and successfully integrate such acquisitions;
- our ability to increase the number of suppliers, especially hotel suppliers, that are directly connected to us, which is dependent on the willingness of such suppliers to invest in new technology;
- our ability to continue to expand our distribution channels, and market and cross-sell our travel services and products to facilitate the expansion of our business;
- our ability to compete effectively with existing and new entrants to the Indian travel industry, including online travel companies, hotel room aggregators, traditional offline travel agents and tour providers;
- our ability to build or acquire required technology;
- our ability to increase our customer base or drive repeat bookings from our existing customer base;
- the general condition of the global economy (particularly in India and markets with close proximity to India) and continued growth in demand for travel services, particularly online;
- the growth of the Internet and mobile technology as a medium for commerce in India;
- changes in our regulatory environment; and
- our ability to attract and retain key personnel.

Many of these factors are beyond our control and there can be no assurance that we will succeed in implementing our strategies.

Even if we are successful in executing our growth strategies, our different businesses may not grow at the same rate or with a uniform effect on our revenues and profitability. For example, the rate of growth in our hotels and packages business, which has generally outpaced our air ticketing business and is a relatively higher margin business, may not grow at a pace to affect our overall growth in the short term.

We are also subject to additional risks involved in our strategies of expanding into new geographic markets and pursuing strategic partnerships and acquisitions. See “— Our International Operations Involve Additional Risks” and “— Our Strategic Investments and Acquisitions May Not Bring Us Anticipated Benefits, and We May Not Be Successful in Pursuing Future Investments and Acquisitions.”

***Our Arrangements with Some of Our Suppliers May Subject Us to Additional Monetary Risks.***

We generally do not assume inventory risk in our air ticketing business as we typically act as an agent. However, on a few occasions, we pre-purchase air ticket inventory in order to enjoy special negotiated rates and we assume inventory risk on such tickets. When we sell pre-purchased tickets to our customers, revenue is accounted for on a “gross” basis (representing the price of the tickets paid by our customers) and the amount spent to pre-purchase the ticket is classified as a service cost. We obtain access to inventory for most hotels outside India through contracts with online travel agents and aggregators outside India. In some instances, in order to enjoy special negotiated rates for these hotels, we pre-purchase hotel room nights and assume inventory risk on them. If we are unable to sell pre-purchased tickets or hotel room nights inventory as anticipated either at all or at expected rates, our revenue and business may be adversely affected.

***Our International Operations Involve Additional Risks.***

We have been operating in the United States since 2000, servicing mainly the air ticketing needs of non-resident Indians in the United States traveling inbound to India. We launched our website in the United Arab Emirates in December 2009. We need to continue to tailor our services and business model to the unique circumstances of such markets to succeed, including building new supplier relationships and customer preferences. We have also expanded, and intend to continue to expand, our business in other new markets,

particularly those with a significant non-resident Indian population as well as those with proximity to India or favored by Indian travelers. We had previously entered into new geographies in Southeast Asia and in Europe through our acquisitions of Luxury Tours, the Hotel Travel Group, the EasyToBook Group and the ITC Group. Adapting our practices and models effectively to the supplier and customer preferences in these, or other, new markets could be difficult and costly and could divert management and personnel resources. We could also face additional regulatory requirements in these, or other, new markets which could be onerous. We cannot assure you that we will be able to efficiently or effectively manage the growth of our operations in these, or other, new markets.

In addition, we are subject to risks in our international operations that may not exist in our Indian operations, including:

- differences and unexpected changes in regulatory requirements and exposure to local economic conditions;
- differences in consumer preferences in such markets;
- increased risk to and limits on our ability to enforce our intellectual property rights;
- competition from providers of travel services in such foreign countries;
- restrictions on the repatriation of earnings from such foreign countries, including withholding taxes imposed by certain foreign jurisdictions; and
- currency exchange rate fluctuations.

If we are not able to effectively mitigate or eliminate these risks, our results of operations could be adversely affected.

***Our Business Could Be Negatively Affected by Changes in Search Engine Logic.***

A significant portion of the traffic to our websites is driven by Google, and, to a lesser extent, we use other search and meta-search websites and social websites to generate traffic to our websites, principally through pay-per-click advertising campaigns. The pricing and operating dynamics on these search and metasearch websites can experience rapid change commercially, technically and competitively. For example, Google frequently updates and changes the logic which determines the placement and display of its search results, such that the placement of links to our websites can be negatively affected and our costs to improve or maintain our placement in search results can increase. Changes by Google in how it presents travel search results, including its promotion of its travel metasearch services, or the manner in which it conducts the auction for placement among search results, may be competitively disadvantageous to us and may impact our ability to efficiently generate traffic to our websites, which in turn would have an adverse effect on our business, market share and results of operations. Similarly, changes by our other search and meta-search partners in how they present travel search results or the manner in which they conduct the auction for placement among search results may be competitively disadvantageous to us and may impact our ability to efficiently generate traffic to our websites.

In addition, we rely on various third-party distribution channels (i.e., marketing affiliates) to distribute hotel accommodation and airline ticket reservations. Should one or more of such third parties cease distribution of reservations made through us, or suffer deterioration in its search or meta-search ranking, due to changes in search or meta-search algorithms or otherwise, our business, market share and results of operations could be negatively affected.

***Our processing, storage, use and disclosure of personal data exposes us to risks of internal or external security breaches and could give rise to liabilities .***

The security of data when engaging in electronic commerce is essential to maintaining consumer and travel service provider confidence in our services. Any security breach whether instigated internally or externally on our systems or third party systems upon which we are dependent could significantly harm our business, financial condition, results of operations, brands and market share. It is possible that computer circumvention capabilities or other developments, including our own acts or omissions, could result in a breach of our security systems and compromise of consumer or other third-party data that we store and process. For example, third parties may attempt to fraudulently induce employees, travel service provider partners or customers to disclose user names, passwords, credit card details or other sensitive information which may in turn be used to access our information technology systems or to defraud our partners or customers. We have

previously experienced targeted and organized attacks, including website attacks, phishing scams and denial of service and it is possible that we may experience more in the future. These risks are likely to increase as we expand our offerings, integrate our products and services, and store and process more data, including personal information. Our efforts to protect information from unauthorized access may be unsuccessful or may result in the rejection of legitimate attempts to book reservations through our services, any of which could result in lost business and materially adversely affect our business, financial condition, results of operations and reputation.

Our existing security measures may not be successful in preventing security breaches. A party (whether internal, external, an affiliate or unrelated third party) that is able to circumvent our security systems could steal confidential or proprietary information that we store and process. In the last few years, several major companies experienced high-profile security breaches which exposed their systems and information and/or their customers' or employees' personal information. We expend significant resources to protect against the risk of such security breaches, and we may need to increase our security-related expenditures to maintain or increase our systems' security or to address problems caused and liabilities incurred by breaches. Advances in technology or other developments could result in a compromise or breach of the technology that we use to protect consumer and transaction data. These issues are likely to become more difficult to manage as we expand the number of places where we operate and the number and variety of services we offer, and as the tools and techniques used in such attacks become more advanced. Security breaches could result in severe damage to our information technology infrastructure, including damage that could impair our ability to offer our services or the ability of consumers to make reservations or conduct searches through our services. Such breaches could result in loss of customer, financial or other data that could materially and adversely affect our ability to conduct our business, satisfy our commercial obligations or meet our public reporting requirements in a timely fashion or at all. Security breaches could also result in negative publicity, damage our reputation, expose us to risk of loss or litigation and possible liability, subject us to regulatory penalties and sanctions, or cause consumers to lose confidence in our security and choose to use the services of our competitors, any of which occurrences would have a negative effect on our business, financial condition, results of operations, brands and market share. Our insurance policies may not be adequate to reimburse us for losses caused by security breaches.

We have agreements with banks and certain companies that process customer credit card transactions for the facilitation of customer bookings of travel services from our travel suppliers. We may be liable for accepting international fraudulent credit cards on our websites. In fiscal year 2018, our key operating subsidiaries in India incurred a loss of \$0.4 million due to unauthorized credit card transactions. These losses pertained to credit card or digital commerce fraud committed by third parties on our websites through the purchase of air tickets and hotels and packages products using fraudulent credit cards. We may also be subject to other payment disputes with our customers for such sales. If we are unable to combat the use of fraudulent credit cards, our revenue from such sales would be susceptible to demands from the relevant banks and credit card processing companies, and our results of operations and financial condition could be adversely affected.

We also face risks associated with security breaches affecting third parties conducting business over the internet. Consumers generally are concerned with security and privacy on the internet, and any publicized security problems could negatively affect consumers' willingness to provide private information or effect commercial transactions on the internet generally, including through our services. Some of our business is conducted with third-party marketing affiliates, which may generate travel reservations through our infrastructure or through other systems. Additionally, consumers using our services could be affected by security breaches at third parties such as travel service providers, payment processors or GDSs upon which we rely. A security breach at any such third-party marketing affiliate, travel service provider, payment processor, GDS or other third party on which we rely could be perceived by consumers as a security breach of our systems and in any event could result in negative publicity, subject us to notification requirements, damage our reputation, expose us to risk of loss or litigation and possible liability and subject us to regulatory penalties and sanctions. In addition, such third parties may not comply with applicable disclosure requirements, which could expose us to liability.

In our processing of travel transactions, we receive and store a large volume of personally identifiable data. This data is increasingly subject to legislation and regulations in numerous jurisdictions around the world, such as the Indian Information Technology Act, 2000, as amended, which would subject us to civil liability to compensate for wrongful loss or gain arising from any negligence by us in implementing and maintaining reasonable security practices and procedures with respect to sensitive personal data or information that we possess in our computer systems, networks, databases and software. India has also implemented privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which impose limitations and restrictions on the collection, use and disclosure of personal information. Any liability we may incur for violation of such laws and regulations and related costs of compliance and other burdens may adversely affect our business and profitability. We may also be subject to legislation and regulations such as the European Union's Data Protection Directive and variations and

implementations of that directive in the member states of the European Union. In addition, a new General Data Protection Regulation (“GDPR”) designed to unify data protection within the European Union under a single law, and to protect the privacy of personal data that is collected, processed and transmitted in or from the governing jurisdiction has come into effect from May 2018. Though we believe that the impact of the GDPR on our business will be minimal as the majority of our operations and customers are located outside of the European Union, this situation may change in future which will subject us to greater compliance costs and regulatory risks.

Non-compliance of any applicable data protection law could result in penalties or significant legal liability. We could be adversely affected if legislation or regulations are expanded to require changes in our business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our business, results of operations or financial condition. We are also subject to payment card association rules and obligations under our contracts with payment card processors. Under these rules and obligations, if information is compromised, we could be liable to payment card issuers for associated expenses and penalties. In addition, if we fail to follow payment card industry security standards, even if no customer information is compromised, we could incur significant fines or experience a significant increase in payment card transaction costs.

***System Interruption in Our Information Systems and Infrastructure including System Capacity Constraints May Harm Our Business.***

We rely significantly on computer systems to manage consumer traffic to our websites and facilitate and process transactions. We may in the future experience system interruptions that make some or all of these systems unavailable or prevent us from efficiently fulfilling bookings or providing services to our customers. Any interruptions, outages or delays in our systems, or deterioration in their performance, could impair our ability to process transactions and decrease the quality of our service to our customers.

Further, the consumer traffic to our websites and through our mobile platforms continues to increase. If our systems cannot be expanded to cope with increased demand or fail to perform, we could experience unanticipated disruptions in service, slower response times, decreased customer service and customer satisfaction and delays in the introduction of new services, any of which could impair our reputation, damage our brands and materially and adversely affect our results of operations. If we were to experience frequent or persistent system failures, our reputation and brands could be harmed.

Our computer hardware for operating our services are currently located at hosting facilities in India. While we have backup systems and contingency plans for critical aspects of our operations or business processes, certain other non-critical systems are not fully redundant and our disaster recovery or business continuity planning may not be sufficient. Fires, floods, power outages, telecommunications failures, earthquakes, acts of war or terrorism, acts of God, computer viruses, sabotage, break-ins and electronic intrusion attempts from both external and internal sources and similar events or disruptions may damage, impact or interrupt our computer or communications systems, business processes or infrastructure at any time. Although we have put measures in place to protect certain portions of our facilities and assets, any of these events could cause system interruptions, delays and loss of critical data, and could prevent us from providing services to our customers and/or suppliers for a significant period of time. We do not carry business interruption insurance for such eventualities. Remediation may be costly and we may not have adequate insurance to cover such costs. Moreover, the costs of enhancing infrastructure to attain improved stability and redundancy may be time consuming and expensive and may require resources and expertise that are difficult to obtain.

***We Cannot Be Sure That Our Intellectual Property Is Protected from Copying or Use by Others, Including Current or Potential Competitors, and We May Be Subject to Third Party Claims for Intellectual Property Rights Infringement.***

Our websites and mobile applications rely on content and in-house customizations and enhancements of third-party technology, much of which is not subject to intellectual property protection. We protect our logo, brand name, websites’ domain names and, to a more limited extent, our content by relying on copyrights, trademarks, trade secret laws and confidentiality agreements. Even with all of these precautions, it is possible for someone else to copy or otherwise obtain and use our content, techniques, and technology without our authorization or to develop similar technology. While our domain names cannot be copied, another party could create an alternative domain name resembling ours that could be passed off as our domain name. Effective trademark, copyright and trade secret protection may not be available in every country in which we operate offline or through the Internet, and policing unauthorized use of our content and technological customizations is difficult and expensive.

We have registered the domain names for the period for which such domain names are registered: www.makemytrip.com (which includes the sub-domain “us.makemytrip.com” for our US website), www.makemytrip.ae, www.makemytrip.sg, www.goibibo.com, www.redbus.in, www.luxury.com.sg and www.indiaahoy.com. We primarily conduct our business under the “MakeMyTrip,” “goibibo” and “redBus” brand names and logos. We have registered the trademark “MakeMyTrip” in India, Mauritius, Bhutan, Nepal, Singapore, Taiwan, Indonesia, European Union, Canada, Australia, Malaysia, Saudi Arabia, Qatar, United Arab Emirates and Bahrain, Japan and Oman. Our applications for trademark registration are pending in Sri Lanka and Kuwait. We have registered the service mark for “ITC” in Thailand and have applied for registration of the trademark “ITC” in Thailand. We have also obtained an assignment over the trademark “Luxury Tours & Travel.” We have also applied for patents in India for certain aspects of our technological systems. The word mark “MakeMyTrip” and trademark “MakeMyTrip.com-India in every trip” are registered in the United States. We have applied for registration of our new “MY” MakeMyTrip logo and our MakeMyTrip mark with our new logo in India. We have also registered the following logos and word marks in India: “IBIBO,” “GOIBIBO,” “redBus.in,” “Ryde,” “Ryde by Ibibo,” “Ibibo Ryde” and “goCash.” The wordmark “REDBUS” and the logo are already registered in India, Chile, Colombia, Malaysia, Mexico, Peru, Philippines, Russia, Singapore and Turkey. We also have registered copyrights of our logos and brand names “MakeMyTrip,” “goibibo” and “redBus” in India and copyright registration of certain specific representations of the logo “my.”

The logos “India Ahoy” and the word mark “Travel Talkies,” logo and word mark “Tripalong,” “MakeMyTrip — Memories Unlimited,” “MakeMyTrip-Dil Toh Roaming Hai,” “Dil Toh Roaming Hai” and “Uncancel” are also registered trademarks in India. We have applied for trademark registration of the logos and word marks “MakeMyTrip — Hotels Unlimited,” “routeplanner,” the logo “my” and the word mark “MMT,” in India and such applications are currently pending. We have filed responses to objections raised by the Trademark Registry to certain of these applications. New applications for registrations were also filed for “MatchMaker,” “MMT Black,” “MMT Double Black” and “My Business”. Out of the aforesaid trademark applications filed, applications for the wordmark “MatchMaker,” “MatchMaker” (device) have been registered. The applications filed for “MMT Black” Wordmark are registered in three classes, but have been objected to in two classes. The logo is registered in all classes. Applications filed for “MMT Double Black” wordmark have been registered in three classes. The applications filed for “My Business” have been objected to, however, the reply to the objection has been filed.

We cannot be sure that our trademarks or domain names will be protected to the same extent as in the countries in which they are already registered or that the steps we have taken will prevent misappropriation or infringement of what we consider our proprietary information. Such misappropriation or infringement could have a material adverse effect on our business. In the future, we may need to engage in litigation to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation might result in substantial costs and diversion of resources and management attention.

Third parties may assert that our services, products, and technology, including software, processes and domain names, violate their intellectual property rights. As competition in our industry increases and the functionality of technology offerings further overlaps, such claims and counterclaims could increase. There can be no assurance that we do not or will not inadvertently infringe on the intellectual property rights of third parties. Any intellectual property claim against us, regardless of its merit, could have an adverse effect on our business, financial condition and results of operations and can be expensive and time consuming to defend. Our failure to prevail in such matters could result in loss of intellectual property rights, judgments awarding substantial damages and injunctive or other equitable relief against us, or require us to delay or cease offering services or reduce features in our services.

***Our Business Experiences Seasonal Fluctuations and Quarter-to-Quarter Comparisons of Our Results May Not Be Meaningful.***

Our business experiences seasonal fluctuations. We tend to experience higher revenue from our hotels and packages business in the second and fourth calendar quarters of each year, which coincide with the summer holiday travel season and the year-end holiday travel season for our customers in India and other markets. In our air ticketing business, we may have higher revenues in a particular quarter arising out of periodic discounted sales of tickets by our suppliers. As a result, quarter-to-quarter comparisons of our results may not be meaningful.

***Changing Laws, Rules and Regulations and Legal Uncertainties in India, Including Adverse Application of Corporate and Tax Laws, May Adversely Affect Our Business and Financial Performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances briefly mentioned below, may adversely affect our business, financial condition, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with such changes in applicable law and policy.

The Companies Act, 2013 and the rules thereunder, or the Companies Act, contains significant changes to Indian company law, including in relation to the issue of capital by companies, related party transactions, corporate governance, audit matters, shareholder class actions and restrictions on the number of layers of subsidiaries. While most of the provisions of the Companies Act are currently effective, certain provisions of the Companies Act, 1956 remain in effect.

The Government of India has rolled out comprehensive national goods and services tax, or GST, law that combines taxes and levies by the Central and State Governments into a unified tax structure with effect from July 1, 2017. The implementation of GST has significant impact on overall tax computation and compliance. We have implemented necessary changes to our business processes, accounting and IT systems in compliance with GST law. However, some of our suppliers are still in process of making necessary changes to their pricing strategies, product designs and IT system which may pose additional challenges for a near short term. We are also incurring additional tax compliance costs under the new tax law.

On May 10, 2016, a protocol for amendment of the India-Mauritius tax treaty was signed by India and Mauritius (which came into force on July 19, 2016) under which India gets the taxation rights on capital gains arising from alienation of shares acquired on or after April 1, 2017 in an Indian resident company. Further, in respect of such capital gains arising during the transition period beginning April 1, 2017 and ending March 31, 2019, the tax rate will be limited to 50% of the domestic tax rate in India on such gains subject to fulfillment of certain specified conditions.

A company is said to be resident in India if it is incorporated in India or if the control and management of its affairs is situated wholly in India. Individuals and companies that do not fulfil the above criteria are treated as non-residents for purposes of the Indian Income-tax Act. The Finance Act, 2015 has amended this definition and brought in the concept of Place of Effective Management (PoEM) whereby a company would be considered a resident in India if its PoEM in that year is in India. As per the detailed guidelines, the PoEM of a foreign company would be in the country where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole, are in substance made. The guiding principles are based on holistic review of number of factors such as active business in India or outside India, location of board meetings, location of head office, composition of directors, management personnel and employees of the foreign company. PoEM is applied only if the revenue or the gross receipts of the foreign company is more than Rs. 500 million (approximately \$7.68 million) in the financial year. The foreign entity whose PoEM is held to be in India would be liable to pay income tax in India on its entire income. Any of the group company that has the turnover above the defined threshold may attract evaluation under PoEM guidelines. The PoEM concept has been made applicable with effect from Financial Year 2017-18.

Further, the General Anti Avoidance Rules, or GAAR, came into effect on April 1, 2017. It is also proposed that the relevant rules be amended to protect investments made up to March 31, 2017 from the applicability of GAAR. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our company, it may have an adverse tax impact on us.

The Motor Vehicles (Amendment) Bill, 2016, which is pending approval by Parliament, defines an aggregator as a digital intermediary or marketplace for passengers to connect with drivers. However, it is as yet unclear when and whether this Bill will become law in its present form. We are subject to proceedings and notices under the Motor Vehicles Act, 1988 challenging the status of our redBus business, and may be subject to similar challenges in future. “Item 8. Financial Information – Consolidated Statements and Other Financial Information – Legal Proceedings – Other Proceedings – Writ petition filed in the Delhi High Court regarding applicability of the Motor Vehicles Act, 1988, as amended, or the MV Act, to the redBus business”. Although we believe that our redBus business is compliant with applicable laws, depending on the outcome of the above-mentioned proceedings, as well as any amendments to the MV Act or any other applicable laws, we may be required to adhere to additional compliance requirements.

As we are a technology-driven company, we may be subject to such and other laws in India and other countries in which we operate which do not recognize our business model and instead seek to require us to register as agents. If we are required to so register and conduct our business accordingly, our business and financial performance may be adversely affected.

The impact of any or all of the above changes to Indian legislation on our business cannot be fully determined at this time. Additionally, our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business, including those relating to the Internet and e-commerce, consumer protection and privacy. Such unfavorable changes could decrease demand for our services and products, increase costs and/or subject us to additional liabilities. For example, there may continue to be an increasing number of laws and regulations pertaining to the Internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the Internet or mobile networks, user privacy, taxation and the quality of services provided through the Internet. Furthermore, the growth and development of e-commerce may result in more stringent consumer protection laws that may impose additional burdens on Internet businesses generally. Any such changes could have an adverse effect on our business and financial performance.

The application of various Indian and international sales, use, occupancy, value-added and other tax laws, rules and regulations to our services and products is subject to interpretation by the applicable taxing authorities. Many of the statutes and regulations that impose these taxes were established before the growth of the Internet, mobile networks and e-commerce. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, particularly with respect to occupancy or value-added or other taxes, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties and, if we pass on such costs to our customers, decrease the demand for our services and products. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. In recent years, we have received notices from the Indian tax regulatory authority for a demand of service tax on certain matters, some of which relate to the travel industry in India and involve complex interpretation of law. We have also received notices and various assessment orders from the Indian income tax authorities, to which we have responded. There can be no assurance that the Indian tax authorities will not take a different view. See “Item 8. Financial Information — A. Consolidated Statements and Other Financial Information — Legal Proceedings.”

***Infrastructure in India May Not Be Upgraded in Order to Support Higher Internet Penetration, Which May Result in Additional Investments and Expenses for Us.***

The majority of our bookings are made through our Indian websites and our mobile platforms. According to the CISCO Visual Networking Index, Internet users as a percentage of India’s total population is expected to increase from 28% in 2016 to 59% in 2021. There can be no assurance that Internet penetration in India will increase in the future as slowdowns or disruptions in upgrading efforts for infrastructure in India could reduce the rate of increase in the use of the Internet. As such we may need to make additional investments in alternative distribution channels. Any slowdown or negative deviation in the anticipated increase in Internet penetration in India may also adversely affect our business and prospects. Finally, a slowdown in smartphone adoption or usage in India may lead to slower growth in the number of transactions completed through our mobile applications, which may adversely affect our business and prospects.



***Our Significant Shareholders Exercise Significant Influence over Our Company and May Have Interests That Are Different from Those of Our Shareholders.***

Ctrip.com International, Ltd., or Ctrip, Capital World Investors, Janus Henderson Group plc, or Janus Henderson, and Franklin Resources, Inc., or FRI, (jointly with Charles B. Johnson and Rupert H. Johnson, Jr.) beneficially owned 18.15%, 11.16%, 8.32% and 5.11% of our issued and outstanding ordinary shares, respectively, and Naspers Limited, or Naspers, (through its wholly-owned indirect subsidiary, MIH Internet) beneficially owned 100.0% of our issued and outstanding Class B Shares, based on the number of our ordinary shares and Class B Shares outstanding as of March 31, 2018 and public filings of, or information provided by, these shareholders.

By virtue of such significant shareholdings, these shareholders have the ability to exercise significant influence over our company and our affairs and business, including the election of directors, the timing and payment of dividends, the adoption and amendments to our Constitution, the approval of a merger or sale of substantially all our assets and the approval of most other actions requiring the approval of our shareholders. In particular, MIH Internet and its affiliates are entitled to representation on our board of directors in proportion to their beneficial ownership in MakeMyTrip and to representation on all board committees, for so long as MIH Internet and its affiliates beneficially own 10% or more of our issued and outstanding voting securities. The fact that MIH Internet and its affiliates are not restricted from purchasing additional ordinary shares of MakeMyTrip on the open market and can further increase their ownership in MakeMyTrip means that MIH Internet and its affiliates may be able to acquire enough ordinary shares of MakeMyTrip to control more than a majority of our issued and outstanding voting securities and consequently the right to appoint a majority of our board of directors. In addition, important matters facing MakeMyTrip which constitute Reserved Matters (as defined herein) must be approved by a majority of the total number of directors (including the Class B directors) and a majority of the Class B directors, which provides MIH Internet and its affiliates with significant veto rights over such matters. The Terms of Issue governing the Class B Shares, or the Terms of Issue, also provide that certain transferees of Class B Shares may, subject to certain minimum ownership thresholds, acquire some of the same rights with respect to board representation and Reserved Matters that MIH Internet currently has.

The interests of these shareholders and their affiliates, as well as certain transferees of Class B Shares described above, may be different from or conflict with the interests of our other shareholders and their influence may result in the delay or prevention of a change of management or control of our company or other significant actions affecting our company, even if such transactions or actions may be beneficial to our other shareholders.

***Our Ability to Attract, Train and Retain Executives and Other Qualified Employees Is Critical to Our Business, Results of Operations and Future Growth.***

Our business and future success is substantially dependent on the continued services and performance of our key executives, senior management and skilled personnel, particularly personnel with experience in our industry and our information technology and systems. Any of these individuals may choose to terminate their employment with us at any time and we cannot assure you that we will be able to retain these employees or find adequate replacements, if at all. The specialized skills we require can be difficult, time-consuming and expensive to acquire and/or develop and, as a result, these skills are often in short supply. A lengthy period of time may be required to hire and train replacement personnel when skilled personnel depart our company. Our ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees. We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the quality of employees that our business requires. If we do not succeed in attracting well-qualified employees or retaining or motivating existing employees, our business and prospects for growth could be adversely affected.

***Inaccurate Information from Suppliers May Lead to Customer Complaints.***

Our customers that purchase hotel rooms or packaged tours booked online through our websites and mobile platforms may rely on the description of the accommodation presented on such websites and platforms to ascertain the quality of amenities and services provided at the relevant accommodation. We receive information utilized in the accommodation description on our websites and platforms directly from the accommodation provider. To the extent that the information presented on our websites and platforms does not reflect the actual quality of amenities and services at the accommodation, we may face customer complaints that may have an adverse effect on our reputation and the likelihood of repeat customers, which in turn may adversely affect our business.

## **Risks Related to Operations in India**

### ***A Substantial Portion of Our Business and Operations Are Located in India and We Are Subject to Regulatory, Economic, Social and Political Uncertainties in India.***

A substantial portion of our business and most of our employees are located in India, and we intend to continue to develop and expand our business in India. Consequently, our financial performance and the market price of our ordinary shares will be affected by changes in exchange rates and controls, interest rates, changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India.

The Government of India has exercised and continues to exercise significant influence over many aspects of the Indian economy. Since 1991, successive Indian governments have generally pursued policies of economic liberalization and financial sector reforms, including by significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant and we cannot assure you that such liberalization policies will continue. The rate of economic liberalization could change, and specific laws and policies affecting travel service companies, foreign investments, currency exchange rates and other matters affecting investments in India could change as well. A significant change in India's policy of economic liberalization and deregulation or any social or political uncertainties could adversely affect business and economic conditions in India generally and our business and prospects.

See also “— Changing Laws, Rules and Regulations and Legal Uncertainties in India, Including Adverse Application of Corporate and Tax Laws, May Adversely Affect Our Business and Financial Performance.”

### ***As the Domestic Indian Market Constitutes a Significant Source of Our Revenue, a Slowdown in Economic Growth in India Could Cause Our Business to Suffer.***

In fiscal years 2016, 2017 and 2018, 88.0%, 92.8% and 95.8%, respectively, of our revenue was derived directly from sales by our subsidiaries in India. The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. The CIA World Factbook estimates that consumer inflation in India was 5.6% in 2016 and 3.8% in 2017. The Indian economy also remains largely driven by the performance of the agriculture sector which depends on the quality of the monsoon which is difficult to predict. The Indian economy has grown significantly in recent years, although it has experienced economic slowdowns in the past. A change in government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate and our business. In November 2016, the Government of India and the Reserve Bank of India issued notifications withdrawing certain high-value denominations of currency notes as legal tender. Furthermore, the Goods and Service Tax Act was passed in the Indian Parliament on March 29, 2017 and went into effect on July 1, 2017. This Act is aimed at improving the collection of taxes and to boost development of Indian economy by removing indirect tax barriers between states and integrating the country through a uniform tax rate.

While the long-term effects of these measures are unclear, the measures may adversely affect India's economy and growth rate in the short term. In the past, economic slowdowns in the Indian economy have harmed the travel industry as customers have less disposable income for their travels, especially holiday travel. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the demand for the travel products we sell and, as a result, on our financial condition and results of operations.

Trade deficits could also adversely affect our business and the price of our ordinary shares. India's trade relationships with other countries and its trade deficit, driven to a major extent by global crude oil prices, may adversely affect Indian economic conditions. If trade deficits increase or are no longer manageable because of the rise in global crude oil prices or otherwise, the Indian economy, and therefore our business, our financial performance and the price of our ordinary shares could be adversely affected.

India also faces major challenges in sustaining its growth, which include the need for substantial infrastructure development and improving access to healthcare and education. If India's economic growth cannot be sustained or otherwise slows down significantly our business and prospects could be adversely affected.

***The Travel Industry in India is Susceptible to Extraneous Events Such As Terrorist Attacks and Other Acts of Violence, Which May Result in a Reduction in Travel Volumes to Affected Areas.***

Terrorist attacks and other acts of violence or war, such as the terrorist attacks in Paris, Brussels and the United Kingdom between 2015 and 2017, as well as those involving India or other neighboring countries may adversely affect the Indian markets and the worldwide financial markets. As many terrorist attacks tend to be focused on tourists or tourist destinations, such acts may also result in a reduction in confidence in the Indian travel industry and could adversely impact our business and prospects. In addition, any deterioration in international relations between India and other countries may result in concerns regarding regional stability which could adversely affect the price of our ordinary shares. The occurrence of any of these events may result in a loss of business confidence and have an adverse effect on our business and financial performance.

South Asia has also experienced instances of civil unrest and hostilities among neighboring countries from time to time, including between India and Pakistan. There have also been incidents in and near India such as terrorist attacks and troop mobilizations along the border. Such military activity, terrorist attacks or other adverse social, economic and political events in India in the future could adversely affect the Indian economy by disrupting communications and making travel more difficult. Resulting political tensions could create a greater perception that investments in Indian companies involve a high degree of risk and could have an adverse impact on our business and the price of our ordinary shares. Furthermore, if India were to become engaged in armed hostilities, we might not be able to continue our operations. While we maintain insurance for losses arising from terrorist activities, our insurance policies do not cover business interruptions from terrorist attacks or for other reasons.

***Natural Calamities Could Have a Negative Impact on the Indian Economy and Cause Our Business to Suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. For example, in September 2014, the state of Jammu and Kashmir in northern India, a popular tourism destination, experienced widespread floods and landslides, in April 2015, an earthquake occurred in the Federal Democratic Republic of Nepal with aftershocks and landslides subsequently affecting the country and in December 2015, floods affected the Chennai region. The extent and severity of these natural disasters determines their impact on the Indian economy. Substantially all of our operations and employees are located in India and there can be no assurance that we will not be affected by natural disasters in the future. Furthermore, if any of these natural disasters occur in tourist destinations in India, travel to and within India could be adversely affected, which could have an adverse impact on our business and financial performance.

***Restrictions on Foreign Investment in India May Prevent Us from Making Future Acquisitions or Investments in India and May Require Us to Make Changes to Our Business, Which May Adversely Affect Our Results of Operations, Financial Condition and Financial Performance.***

India regulates ownership of Indian companies by foreigners, although some restrictions on foreign investment have been relaxed in recent years. These regulations and restrictions may apply to acquisitions by us or our affiliates, including MMT India, ibibo India and affiliates which are not resident in India, of shares in Indian companies or the provision of funding by us or any other entity to Indian companies within our group. For example, under its consolidated foreign direct investment policy, or FDI policy, the Government of India has set out additional requirements for foreign investments in India, including requirements with respect to downstream investments by Indian companies, owned or controlled by foreign entities, and the transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entities to foreigners, as well as such transactions between foreigners. These requirements, which currently include restrictions on pricing, valuations of shares and sources of funding for such investments and may in certain cases include prior notice to or approval of the Government of India, may adversely affect our ability to make investments in India, including through MMT India or ibibo India. Further, India's Foreign Exchange Management Act, 1999, as amended, and the rules and regulations promulgated thereunder, or FEMA, restrict us from lending to or borrowing from our Indian subsidiaries. There can be no assurance that we will be able to obtain any required approvals for future acquisitions or investments in India, or that we will be able to obtain such approvals on satisfactory terms. Further, the Government of India has recently made and may continue to make revisions to the FDI Policy on e-commerce in India, including in relation to business model and permitted services. Such changes may require us to make changes to our business in order to comply with Indian law.

### ***Our Business and Activities Are Regulated by the Competition Act, 2002.***

The Competition Act, 2002, as amended, or the Competition Act, regulates practices that could have an appreciable adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and may result in substantial penalties and compensation to be paid to persons shown to have suffered losses. Any agreement among competitors which directly or indirectly determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of customers in the market, is presumed to have an appreciable adverse effect on competition. Further, the Competition Act prohibits the abuse of a dominant position by any enterprise either directly or indirectly, including by way of unfair or discriminatory pricing or conditions in the sale of goods or services, using a dominant position in one relevant market to enter into, or protect, another relevant market, and denial of market access, and such practices are subject to substantial penalties and may also be subject to compensation for losses and orders to divide the enterprise. Further, the Competition Commission of India has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

If we or any member of our group, including MMT India or ibibo India, are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the Competition Commission of India or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our business, financial performance and reputation may be materially and adversely affected.

Acquisitions, mergers and amalgamations which exceed certain revenue and asset thresholds require prior approval by the Competition Commission of India. Any such acquisitions, mergers or amalgamations which have an appreciable adverse effect on competition in India are prohibited and void. There can be no assurance that we will be able to obtain approval for such future transactions on satisfactory terms, or at all.

### ***Our Investors May Be Subject to Indian Taxes on Income Arising Through the Sale of Our Ordinary Shares.***

Amendments introduced in 2012 to the Income Tax Act, 1961, as amended, provide that income arising directly or indirectly through the sale of a capital asset, including any shares or interest in a company incorporated outside of India, will be subject to tax in India, if such shares or interest directly or indirectly derive their value substantially from assets located in India, irrespective of whether the seller of such shares has a residence, place of business, business connection, or any other presence in India. Through amendments introduced in 2015 to the Income Tax Act, 1961, the word “substantially” has been defined and investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of our ordinary shares subject to the provisions of double taxation avoidance agreements that India has entered into with other countries. Further, the amendments also contain an exemption with respect to alienation of shares by a transferor-investor whose voting rights or share capital, at any time during twelve-month period preceding the date of sale, does not exceed 5% of the total voting rights or share capital in the company, provided such transferor-investor is not vested with rights of management or control in any other form.

On May 10, 2016, a protocol for amendment of the India-Mauritius tax treaty was signed by India and Mauritius (which came into force on July 19, 2016) under which India is entitled to taxation rights on capital gains arising from alienation of shares acquired on or after April 1, 2017 in an Indian resident company. Further, in respect of such capital gains arising during the transition period beginning April 1, 2017 and ending March 31, 2019, the tax rate will be limited to 50% of the domestic tax rate in India on such gains, subject to fulfillment of certain specified conditions.

### ***Risks Related to Investments in Mauritian Companies***

#### ***As Our Shareholder, You May Have Greater Difficulties in Protecting Your Interests Than As a Shareholder of a United States Corporation.***

We are incorporated under the laws of Mauritius. The laws generally applicable to United States corporations and their shareholders may provide shareholders of United States corporations with rights and protection for which there may be no corresponding or similar provisions under the Companies Act 2001 of Mauritius, as amended, or the Mauritius Companies Act. As such, if you invest in our ordinary shares, you may

or may not be accorded the same level of shareholder rights and protection that a shareholder of a United States corporation may be accorded under the laws generally applicable to United States corporations and their shareholders. Taken together with the provisions of our Constitution, some of these differences may result in your having greater difficulties in protecting your interests as our shareholder than you would have as a shareholder of a United States corporation. This affects, among other things, the circumstances under which transactions involving an interested director are voidable, whether an interested director can be held accountable for any benefit realized in a transaction with us, what rights you may have as a shareholder to enforce specified provisions of the Mauritius Companies Act or our Constitution, and the circumstances under which we may indemnify our directors and officers.

***We May Become Subject to Unanticipated Tax Liabilities That May Have a Material Adverse Effect on Our Results of Operations.***

We are a Mauritius Category 1 Global Business Company and are tax resident in Mauritius. The Income Tax Act 1995 of Mauritius imposes a tax in Mauritius on the chargeable income of our company at the rate of 15.0%. However, under the Income Tax (Foreign Tax Credit) Regulations 1996 of Mauritius, subject to the Income Tax Act 1995 and the regulations under the Income Tax (Foreign Tax Credit) Regulations 1996, a credit is allowed for foreign tax on the foreign source income of a resident of Mauritius against Mauritius tax computed by reference to the same income, and where a credit is allowed against Mauritius tax chargeable in respect of any income, the amount of Mauritius tax so chargeable shall be reduced by the amount of the credit. Under the Income Tax Act 1995, “foreign source income” means income which is not derived from Mauritius and includes, in the case of a corporation holding a Category 1 Global Business License under the Financial Services Act 2007 of Mauritius, income derived from its transactions with non-residents or corporations holding a Category 1 Global Business License under the Financial Services Act. Subject to the provisions of the Income Tax (Foreign Tax Credit) Regulations 1996, no credit is allowed in respect of foreign tax unless written evidence is presented to the Mauritius Revenue Authority showing the amount of foreign tax which has been charged. For this purpose, “written evidence” includes a receipt of the relevant authorities of the foreign country for the foreign tax or any other evidence that the foreign tax has been deducted or paid to the relevant authorities of that country. However, pursuant to regulation 8 of the Income Tax (Foreign Tax Credit) Regulations 1996, if written evidence is not presented to the Mauritius Revenue Authority showing the amount of foreign tax charged on our company’s foreign source income, the amount of foreign tax shall nevertheless be conclusively presumed to be equal to 80.0% of the Mauritius tax chargeable with respect to that income and in such circumstance, the effective tax rate in Mauritius on our company’s chargeable income would be 3.0%.

Following amendments to the Financial Services Act 2007 of Mauritius pursuant to the Finance (Miscellaneous Provisions) Act 2010 in December 2010, Mauritius companies holding a Category 1 Global Business License, or GBC1, issued by the Financial Services Commission in Mauritius are permitted to conduct business both in and outside Mauritius (instead of outside Mauritius only). The operations of a GBC1 company in Mauritius will be subject to tax on chargeable income at the rate of 15.0% in Mauritius. Our company holds a specific Tax Residence Certificate for India, valid until May 4, 2019 and a general Tax Residence Certificate for all jurisdictions, valid until May 8, 2019, from the Mauritius Revenue Authority, as per the guidelines prescribed by the Mauritius Revenue Authority. These tax residence certificates are renewed annually and we have applied for their renewal and currently await the renewed certificates.

We believe that a significant portion of the income derived from our operations will not be subject to tax in countries in which we conduct activities or in which our customers are located, other than Mauritius, India, Malaysia, Thailand, Singapore and the United States. However, this belief is based on the anticipated nature and conduct of our business, which may change. It is also based on our understanding of our position under the tax laws of the countries in which we have assets or conduct activities. This position is subject to review and possible challenge by taxing authorities and to possible changes in law that may have retroactive effect. Our results of operations could be materially and adversely affected if we become subject to a significant amount of unanticipated tax liabilities.

**Risks Related to Our Ordinary Shares**

***Investors May Have Difficulty Enforcing Judgments against Us, Our Directors and Management.***

We are incorporated under the laws of Mauritius. Further, we conduct substantially all of our operations in India through our key operating subsidiaries in India. The majority of our directors and officers, and some of the experts named in this Annual Report, reside outside the United States, and a majority of our assets and some or all of the assets of such persons are located outside the United States. As a result, it may be difficult or

impossible to effect service of process within the United States upon us or those persons, or to recover against us or them on judgments of United States courts, including judgments predicated upon the civil liability provisions of the United States federal securities laws. An award of punitive damages under a United States court judgment based upon United States federal securities laws is likely to be construed by Mauritian and Indian courts to be penal in nature and therefore unenforceable in both Mauritius and India. Further, no claim may be brought in Mauritius or India against us or our directors and officers in the first instance for violation of United States federal securities laws because these laws have no extraterritorial application under Mauritian or Indian law and do not have force of law in Mauritius or India. However, a Mauritian or Indian court may impose civil liability, including the possibility of monetary damages, on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Mauritian or Indian law. Moreover, it is unlikely that a court in Mauritius or India would award damages on the same basis as a foreign court if an action were brought in Mauritius or India or that a Mauritian or Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Mauritius or Indian practice or public policy.

The courts of Mauritius or India would not automatically enforce judgments of United States courts obtained in actions against us or our directors and officers, or some of the experts named herein, predicated upon the civil liability provisions of the United States federal securities laws, or entertain actions brought in Mauritius or India against us or such persons predicated solely upon United States federal securities laws. Further, there is no treaty in effect between the United States and Mauritius providing for the enforcement of judgments of United States courts in civil and commercial matters and the United States has not been declared by the Government of India to be a reciprocating territory for the purposes of enforcement of foreign judgments, and there are grounds upon which Mauritian or Indian courts may decline to enforce the judgments of United States courts. Some remedies available under the laws of United States jurisdictions, including remedies available under the United States federal securities laws, may not be allowed in Mauritian or Indian courts if contrary to public policy in Mauritius or India. Because judgments of United States courts are not automatically enforceable in Mauritius or India, it may be difficult for you to recover against us or our directors and officers or some experts named in this Annual Report based upon such judgments. In India, prior approval of the Reserve Bank of India is required in order to repatriate any amount recovered pursuant to such judgments.

***As a Foreign Private Issuer, We are Permitted to, and We Will, Follow Certain Home Country Corporate Governance Practices in Lieu of Certain Nasdaq Requirements Applicable to US Issuers. This May Afford Less Protection to Holders of Our Ordinary Shares.***

As a foreign private issuer whose ordinary shares are listed on the Nasdaq Global Market, we are permitted to, and we will, follow certain home country corporate governance practices in lieu of certain Nasdaq Marketplace Rules, or the Nasdaq Rules. A foreign private issuer must disclose in its Annual Reports filed with the Securities and Exchange Commission, or the SEC, each Nasdaq Rule with which it does not comply followed by a description of its applicable home country practice. As a company incorporated in Mauritius and listed on the Nasdaq Global Market, we currently intend to follow our home country practice with respect to the composition of our board of directors, nominations committee, audit committee, executive sessions and approval of amendments to our share incentive plans. Unlike the Nasdaq Rules, the corporate governance practice and requirements in Mauritius do not require us to have a majority of our board of directors to be independent; do not require us to establish a nominations committee; do not require an audit committee to have at least three members, do not require us to hold regular executive sessions where only independent directors shall be present and do not require us to obtain shareholder approval prior to the issuance of securities when a stock option or purchase plan is materially amended. Such Mauritian home country practices may afford less protection to holders of our ordinary shares.

***An Active or Liquid Trading Market for Our Ordinary Shares May Not Be Maintained and the Trading Price for Our Ordinary Shares May Fluctuate Significantly.***

An active, liquid trading market for our ordinary shares may not be maintained in the long term and we cannot be certain that any trading market for our ordinary shares will be sustained or that the present price will correspond to the future price at which our ordinary shares will trade. Loss of liquidity could increase the price volatility of our ordinary shares.

Any additional issuance of ordinary shares would dilute the positions of existing investors in the ordinary shares and could adversely affect the market price of our ordinary shares. We cannot assure you that our ordinary shares will not decline below their prevailing market price. You may be unable to sell your ordinary shares at a price that is attractive to you.

***The Sale or Availability for Sale of Substantial Amounts of Our Ordinary Shares Could Adversely Affect Their Market Price.***

Sales of substantial amounts of our ordinary shares in the public market, or the perception that such sales could occur, could adversely affect the market price of our ordinary shares and could materially impair our future ability to raise capital through offerings of our ordinary shares.

As of March 31, 2018, we had 59,343,426 ordinary shares and 42,638,206 Class B Shares outstanding. All of the ordinary shares sold in our prior public offerings are freely tradable without restriction or further registration under the US Securities Act of 1933, or the Securities Act, unless held by our “affiliates” as that term is defined in Rule 144 under the Securities Act. Subject to applicable restrictions and limitations under Rule 144 of the Securities Act, all of our shares outstanding before our prior public offerings will be eligible for sale in the public market. If these shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our ordinary shares could decline. We cannot predict what effect, if any, market sales of ordinary shares held by our significant shareholders or any other shareholder or the availability of these ordinary shares for future sale will have on the market price of our ordinary shares.

***Future Issuances of Any Equity Securities, Including Upon Conversion of Our Class B Shares, May Decrease the Trading Price of Our Ordinary Shares and Result in Substantial Dilution to Holders of Our Ordinary Shares.***

On January 31, 2017, we issued 38,971,539 Class B Shares to MIH Internet as consideration for the acquisition of the ibibo Group and a cash contribution of \$83.3 million from MIH Internet (representing 40% of our consolidated net working capital upon the completion of the acquisition, after giving effect to the cash contribution from MIH Internet). In addition, we issued 413,035 ordinary shares to MIH Internet for an aggregate consideration of \$8.75 million. On May 5, 2017, we completed a private placement of 5,500,000 of our ordinary shares to various investors (including 916,666 of our ordinary shares to Ctrip) at a price of \$36.00 per ordinary share and 3,666,667 of our Class B Shares to MIH Internet at a price of \$36.00 per Class B Share, which generated total gross proceeds of \$330 million. The issuance of ordinary shares upon the conversion of our Class B Shares may result in substantial dilution to each holder of ordinary shares by reducing that shareholder’s percentage ownership of our total outstanding shares. In addition, any future issuance of equity securities could dilute the interests of our shareholders and could substantially decrease the trading price of our ordinary shares. We may issue equity or equity-linked securities in the future for a number of reasons, including to finance our operations and business strategy (including in connection with acquisitions and other transactions), to adjust our ratio of debt to equity, to satisfy our obligations upon the exercise of then-outstanding options or other equity-linked securities, if any, or for other reasons.

***Our Holding Company Will Have to Rely Principally on Dividends and Other Distributions on Equity Paid by Our Operating Subsidiaries and Limitations on Their Ability to Pay Dividends to Our Holding Company Could Adversely Impact Shareholders’ Ability to Receive Dividends on Our Ordinary Shares.***

Dividends and other distributions on equity paid by our operating subsidiaries will be our holding company’s principal source for cash in order for us to be able to pay any dividends and other cash distributions to our shareholders. As of the date of this Annual Report, MMT India, ibibo India or any other subsidiary has not paid any cash dividends on its equity shares to MakeMyTrip. If our operating subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to our holding company. As our key operating subsidiaries are established in India, such subsidiaries also subject to certain limitations with respect to dividend payments.

***Compliance with Rules and Requirements Applicable to Public Companies May Cause Us to Incur Additional Costs, and Any Failure by Us to Comply with Such Rules and Requirements Could Negatively Affect Investor Confidence in Us and Cause the Market Price of Our Ordinary Shares to Decline.***

As a public company, we incur significant legal, accounting and other expenses. For example, we are required by Section 404 of the Sarbanes-Oxley Act of 2002 to include a report of management’s assessment on our internal control over financial reporting and an auditor’s attestation report on our internal control over financial reporting in our Annual Report on Form 20-F. Effective internal control over financial reporting is necessary for us to provide reliable financial reports.

Complying with these rules and requirements may be difficult and costly for us. We have incurred and anticipate that we will continue to incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other United States public company reporting requirements. We cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, if we fail to comply with any significant rule or requirement associated with being a public company, such failure could result in the loss of investor confidence and could harm our reputation and cause the market price of our ordinary shares to decline.

***We May Be Classified as a Passive Foreign Investment Company, Which Could Result in Adverse US Federal Income Tax Consequences to US Holders of Our Ordinary Shares.***

Based on, among other things, the current and anticipated valuation of our assets and composition of our income and assets, we do not believe we will be a passive foreign investment company, or PFIC, for US federal income tax purposes for our current taxable year or will become a PFIC in the foreseeable future. However, the application of the PFIC rules is subject to uncertainty in several respects. In addition, a separate determination must be made after the close of each taxable year as to whether we were a PFIC for that year. Accordingly, we cannot assure you that we will not be a PFIC for our current taxable year or any future taxable year. A non-US corporation will be a PFIC for any taxable year if either (1) at least 75.0% of its gross income for such year is passive income or (2) at least 50.0% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. For this purpose, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, at least 25.0% (by value) of the stock. Because the value of our assets for purposes of the PFIC test will generally be determined in part by reference to the market price of our ordinary shares, fluctuations in the market price of the ordinary shares may cause us to become a PFIC. In addition, changes in the composition of our income or assets may cause us to become a PFIC. If we are a PFIC for any taxable year during which a US Holder (as defined in “Item 10. Additional Information — E. Taxation — US Federal Income Taxation”) holds an ordinary share, certain adverse US federal income tax consequences could apply to such US Holder. See “Item 10. Additional Information — E. Taxation — US Federal Income Taxation — Passive Foreign Investment Company.”

***We May Be Treated as a “Foreign Financial Institution” Under the US Foreign Account Tax Compliance Act, Which May Impose Withholding Requirements on Payments on Our Ordinary Shares.***

Provisions under the US Foreign Account Tax Compliance Act and Treasury Regulations thereunder, commonly referred to as “FATCA,” generally may impose 30.0% withholding on certain “withholdable payments” and “foreign passthru payments” (each as defined in the US Internal Revenue Code) made by a “foreign financial institution” (as defined in the US Internal Revenue Code) that has entered into an agreement with the IRS to perform certain diligence and reporting obligations with respect to the foreign financial institution’s US-owned accounts (each such foreign financial institution, a “Participating Foreign Financial Institution”). If we were treated as a foreign financial institution and if we become a Participating Foreign Financial Institution, to the extent payments on the ordinary shares are considered foreign passthru payments, such withholding may be imposed on such payments to any foreign financial institution (including an intermediary through which a holder may hold the ordinary shares) that is not a Participating Foreign Financial Institution or any other investor who does not provide information sufficient to establish that the investor is not subject to withholding under FATCA, unless such foreign financial institution or investor is otherwise exempt from FATCA. Under current guidance, the term “foreign passthru payment” is not defined and it is therefore not clear whether or to what extent payments on the ordinary shares would be considered foreign passthru payments, although IRS guidance has indicated that the definition of “foreign passthru payment” is intended to cover payments that are attributable to underlying US source income. Withholding on foreign passthru payments would not be required with respect to payments made before January 1, 2019. The United States has entered into intergovernmental agreements with certain non-US jurisdictions that will modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements will address foreign passthru payments and whether such intergovernmental agreements may relieve foreign financial institutions of any obligation to withhold on foreign passthru payments.

***If a United States person is treated as owning at least 10% of our shares, such holder may be subject to adverse U.S. federal income tax consequences.***

If a United States person is treated as owning (directly, indirectly or constructively) at least 10% of the value or voting power of our stock, such person may be treated as a “United States shareholder” with respect to each “controlled foreign corporation” in our group (if any). If our group includes one or more U.S. subsidiaries, certain of our non-U.S. subsidiaries could be treated as controlled foreign corporations (regardless of whether



we are not treated as a controlled foreign corporation). A United States shareholder of a controlled foreign corporation may be required to report annually and include in its U.S. taxable income its pro rata share of “Subpart F income,” “global intangible low-taxed income” and investments in U.S. property by controlled foreign corporations, regardless of whether we make any distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject you to significant monetary penalties and may prevent the statute of limitations with respect to your U.S. federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist investors in determining whether any of our non-U.S. subsidiaries are treated as a controlled foreign corporation or whether such investor is treated as a United States shareholder with respect to any of such controlled foreign corporations or furnish to any United States shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. A United States investor should consult its own advisors regarding the potential application of these rules to an investment in the stock.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **A. History and Development of our Company**

MakeMyTrip Limited (Company No. 24478/5832) is a public company incorporated under the laws of Mauritius with limited liability on April 28, 2000, and we hold a Category 1 Global Business License issued by the Financial Services Commission in Mauritius. Our registered office is located at c/o SGG Corporate Services (Mauritius) Limited, Les Cascades Building, 33 Edith Cavell Street, Port Louis, Mauritius and the telephone number for this office is (230) 212 9800. Our principal executive office is located at 19<sup>th</sup> Floor, Building No. 5, DLF Cyber City, Gurugram, India, 122002 and the telephone number for this office is (91-124) 439-5000. Our principal website address is [www.makemytrip.com](http://www.makemytrip.com). Our other websites include [www.goibibo.com](http://www.goibibo.com); [www.makemytrip.ae](http://www.makemytrip.ae); [www.makemytrip.com.sg](http://www.makemytrip.com.sg); [www.us.makemytrip.com](http://www.us.makemytrip.com) and [www.redbus.in](http://www.redbus.in). Information contained on our website, or the website of any of our subsidiaries or affiliates, is not a part of this Annual Report. Our agent for service in the United States is MakeMyTrip Inc., 60 East 42nd Street, Suite 605, New York, NY 10165.

Founded by Mr. Deep Kalra, we commenced operations in 2000 and in the first five years following our inception, we focused on the non-resident Indian market in the United States, servicing mainly their need for United States-India inbound air tickets. We started our Indian business with the launch of our Indian website in September 2005.

As of March 31, 2010, our stated capital was \$53,900,376.00, comprising 877,106 ordinary shares with a par value of \$0.01 each and 616,223 preferred shares with a par value of \$0.01 each, of which 328,863 preferred shares were designated Series A preferred shares, 148,315 preferred shares were designated Series B preferred shares and 139,045 preferred shares were designated Series C preferred shares. We effected a 20-for-one share split on July 22, 2010.

On August 17, 2010, we completed an initial public offering of 5,750,000 of our ordinary shares at \$14.00 per share. All of our preferred shares were converted into 12,324,460 ordinary shares upon the completion of our initial public offering in August 2010.

On June 2, 2011, we completed a follow-on public offering of 5,244,000 of our ordinary shares at \$24.00 per share. On June 29, 2011, in connection with our follow-on public offering, we completed an additional over-allotment offering of 350,000 of our ordinary shares at \$24.00 per share. On March 19, 2014, we completed a follow-on public offering of 5,500,000 of our ordinary shares at \$23.00 per share and an over-allotment offering of 825,000 of our ordinary shares at \$23.00 per share.

On April 22, 2014, we issued 38,655 ordinary shares as part of deferred consideration payable in relation to our acquisition of the Hotel Travel Group. These shares were issued from treasury shares held by us.

On January 7, 2016, we entered into an agreement for the issue of \$180.0 million of 4.25% convertible notes due in 2021, redeemable at par value, in two tranches to Ctrip. On October 28, 2016, we issued an aggregate of 9,857,028 ordinary shares (comprising 659,939 ordinary shares issued from treasury shares held by us and 9,197,089 new ordinary shares) to Ctrip upon conversion of all its convertible notes.

On January 29, 2016, we re-issued 274,135 of our own shares to discharge the balance deferred consideration for the acquisition of Hotel Travel Group.

On January 31, 2017, we issued 38,971,539 Class B Shares to MIH Internet as consideration for the acquisition of the ibibo Group and a cash contribution of \$83.3 million from MIH Internet (representing 40% of our consolidated net working capital upon the completion of the acquisition, after giving effect to the cash contribution from MIH Internet). As part of the consideration for the acquisition, we also issued 413,035 ordinary shares to MIH Internet for an aggregate value of \$8.75 million.

On May 5, 2017, we completed a private placement of 5,500,000 of our ordinary shares to various investors (including 916,666 of our ordinary shares to Ctrip) at a price of \$36.00 per ordinary share and 3,666,667 of our Class B Shares to MIH Internet at a price of \$36.00 per Class B Share, which generated total gross proceeds of \$330 million.

As of March 31, 2018, our stated capital was \$2,025,372,772.86 comprising 59,343,426 ordinary shares and 42,638,206 Class B Shares with a par value of \$0.0005 each.

## **Investments and Acquisitions**

### ***Acquisition of the ibibo Group***

On January 31, 2017, we undertook a strategic combination with the ibibo Group by way of an acquisition of 100% equity interest in the ibibo Group from MIH Internet, an indirect subsidiary of Naspers, pursuant to a Transaction Agreement dated October 18, 2016 (“Transaction Agreement”). In consideration for the acquisition of the ibibo Group and MIH Internet’s cash contribution of \$83.3 million to our holding company (representing 40% of our consolidated net working capital upon the completion of the acquisition after giving effect to the cash contribution from MIH Internet), we issued 38,971,539 Class B Shares to MIH Internet and MIH Internet exercised its option to purchase 413,035 new ordinary shares for a total cash consideration of \$8.75 million. Upon completion of the acquisition, the size of our board of directors was decreased from eleven members to ten members, of which MIH Internet is entitled to nominate four (one of whom will be a resident of Mauritius). For further details, see “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares,” “Item 3. Key Information — D. Risk Factors — Risks Related to Us and Our Industry — Our Strategic Investments and Acquisitions May Not Bring Us Anticipated Benefits, and We May Not Be Successful in Pursuing Future Investments and Acquisitions.”

The ibibo Group was founded in 2007 and provides online travel services in India through its consumer travel brands. The ibibo Group owns and operates [www.goibibo.com](http://www.goibibo.com), a hotel and travel packages aggregator and booking service focused on the Indian consumer travel market. The ibibo Group’s standalone hotels business is substantially similar to MMT India’s standalone hotels business and, following the completion of the acquisition of the ibibo Group, we continue to operate our hotels and packages business through MMT India under the MakeMyTrip brand, and ibibo India under the goibibo brand.

Goibibo also offers hotel room bookings and air ticketing services on [www.goibibo.com](http://www.goibibo.com) and its mobile platforms, which are comparable to the hotels room bookings and air ticketing services offered on [www.makemytrip.com](http://www.makemytrip.com) and its mobile platforms. Like MMT India, the ibibo Group also offers rail tickets and ancillary travel services. While the ibibo Group and MMT India continue to operate these businesses under their respective goibibo and MakeMyTrip brands, we believe that our acquisition of the ibibo Group will contribute to the growth of these complementary businesses under the MMT India and ibibo India.

The ibibo Group also owns and operates redBus, a leading online bus ticketing brand with a presence across India and in select countries overseas. redBus operates its domestic business through [www.redbus.in](http://www.redbus.in) and its mobile platforms. redBus also sells bus tickets and hotel room reservations through its Seatseller platform. We believe that the addition of the redBus brand through our acquisition of the ibibo Group is a significant step in the growth of our bus ticketing business. redBus will continue to operate separately under its existing brand.

Notwithstanding our plans to continue to operate the ibibo Group’s businesses separately from MMT India’s, we plan to integrate certain backend functions, such as technology development, to support both businesses. Further, we believe that bringing together the MakeMyTrip, goibibo and redBus brands will strengthen each individual business. See also “Item 3. Key Information — D. Risk Factors — Risks Related to Us and Our Industry — Our Strategic Investments and Acquisitions May Not Bring Us Anticipated Benefits, and We May Not Be Successful in Pursuing Future Investments and Acquisitions.”

## **Other Acquisitions**

In December 2014, we acquired a minority equity interest in Simplotel Technologies Private Limited, or Simplotel, and thereafter acquired additional shares of Simplotel in June and November 2015, and December 2016, which increased our equity shareholding in Simplotel to approximately 33%. Simplotel aims to provide hotels with responsive and optimized websites along with booking engines. We believe our investment in Simplotel will help to promote the online distribution of accommodation inventory in India.

In April 2015, we acquired certain assets of the online travel-planning service, Mygola.com, and the entire Mygola team joined our Company to focus on innovation in online travel. In April 2015, we acquired approximately 20.6% of the equity shares of Inspirock, Inc., which owns and operates [www.inspirock.com](http://www.inspirock.com), an online planning tool for developing custom-made itineraries. We believe that these investments will help us to further enhance our capabilities in the online tour planning space.

In July 2015, we acquired an approximate 30% stake in HolidayIQ Pte. Ltd., which owns and operates [www.HolidayIQ.com](http://www.HolidayIQ.com), a travel information portal and recommendation search engine that is popular within the Indian travel community. We believe that this strategic investment will enable both companies to scale up hotel reviews and other content for Indian customers and to offer more compelling offerings on their platforms.

## **B. Business Overview**

*Our financial and operating results for fiscal year 2017 include the financial and operating results of the ibibo Group for the two months ended March 31, 2017 following the completion of our acquisition of the ibibo Group on January 31, 2017 and for the full year in fiscal year 2018.*

We are a leading online travel company in India. Through our primary websites, [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in), and mobile platforms, travelers can research, plan and book a wide range of travel services and products in India as well as overseas. Our services and products include air ticketing, hotels and packages, rail tickets, bus tickets, car hire and ancillary travel requirements such as facilitating access to third-party travel insurance and visa processing. As of March 31, 2018, we provided our customers with access to all major domestic full-service and low-cost airlines operating in India and all major airlines operating to and from India, over 53,000 domestic accommodations in India, over 500,000 hotels and properties outside India, Indian Railways and over 2,400 bus operators, including several major Indian and Singapore bus operators.

We commenced operations in 2000 with a focus on the non-resident Indian market in the United States, primarily servicing its demand for United States to India air tickets. We started our Indian business with the launch of our Indian MakeMyTrip website in September 2005. We currently target our services and travel products to leisure travelers and corporate travelers who prefer to make their own travel arrangements through our online and offline sales channels.

We have invested significant capital in our infrastructure and in sales and marketing efforts to build our brand, acquire customers and gain recognition, and recorded net losses for each of our fiscal years except for fiscal years 2011 and 2012. We recorded a net loss of \$(88.5) million, \$(110.3) million and \$(220.2) million in fiscal years 2016, 2017 and 2018, respectively.

We have leveraged our significant market share in air ticketing and our strong brand to rapidly diversify into the hotels and packages business, which represented 54.4% of our Revenue less Service Cost during fiscal year 2018 and 51.3% in fiscal year 2017. The number of transactions for air tickets and hotels and packages booked through us was 7.0 million and 3.1 million, respectively, in fiscal year 2016, 9.4 million and 6.9 million, respectively, in fiscal year 2017, and 15.2 million and 13.2 million, respectively, in fiscal year 2018. Our Revenue less Service Cost was \$169.0 million in fiscal year 2016, \$273.7 million in fiscal year 2017, and \$577.1 million in fiscal year 2018.

Our websites and mobile platforms are designed to provide our customers with a user-friendly experience. According to SimilarWeb, our [www.makemytrip.com](http://www.makemytrip.com) desktop and mobile websites had a total average of over 19.4 million active users per month in fiscal year 2018, our [www.goibibo.com](http://www.goibibo.com) desktop website had an average of over 7 million active users per month in fiscal year 2018, and our [www.redbus.in](http://www.redbus.in) desktop website had an average of over 6.7 million active users per month in fiscal year 2018. While we experienced a decrease in the average of number of active users per month on our desktop websites during fiscal year 2018, we believe that this is due to more customers shifting towards using our mobile website and mobile applications instead of our desktop website as a result of the increased use of smartphones and mobile devices in India.

Customers are able to make bookings on our MakeMyTrip, goibibo and redBus mobile and desktop sites accessible through [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in), respectively, and through our mobile applications for iOS, Android and Windows, which allow bookings for Indian and international flights, hotels and holiday packages, and Indian bus offerings, trains and inter-city cabs. Our mobile traffic and transactions are increasing rapidly and our mobile customer base (mobile website and applications) has increased from 18.2 million as of March 31, 2017 to 24.2 million as of March 31, 2018. As of March 31, 2018, our MakeMyTrip mobile application had been downloaded approximately 56.2 million times on Android, approximately 7.1 million times on iOS and approximately 0.5 million times on Windows Mobile. As of March 31, 2018, our goibibo mobile application had been downloaded approximately 45.6 million times on Android and approximately 4.5 million times on iOS. As of March 31, 2018, our redBus mobile application had been downloaded approximately 15.5 million times on Android and 1.5 million times on iOS. According to App Annie, our MakeMyTrip, goibibo and redBus mobile applications had over 16.4 million, 9.9 million and 7.1 million active users per month respectively in fiscal 2018. As of March 31, 2018, our various MakeMyTrip, goibibo and redBus mobile and application platforms had been downloaded over 129.4 million times.

We have built advanced and secure technology platforms, which integrate our sales, customer service and fulfillment operations. Our technology platforms are scalable and can be upgraded to handle increased traffic and complexity of products with limited additional investment such as high traffic generated by promotional rates offered simultaneously by multiple travel operators. In order to meet the requirements of this growing Indian middle class travel market where Internet penetration is relatively low, we also utilize other technology-enhanced distribution channels, including call centers and travel stores in India, as well as our travel agents' network in India.

We have made selective acquisitions in the past to grow our business, enhance our hotel inventory in popular travel destinations for our user base and to gain access to technology. In January 2017, we undertook a strategic combination with the ibibo Group by way of an acquisition of 100% equity interest in the ibibo Group, which provides online travel services in India. The ibibo Group was founded in 2007 and provides online travel services in India through its consumer travel brands. The ibibo Group owns and operates [www.goibibo.com](http://www.goibibo.com), a hotel and travel packages aggregator and booking service focused on the Indian consumer travel market. The ibibo Group's standalone hotels business is substantially similar to MMT India's standalone hotels business and, following the completion of the acquisition of the ibibo Group, we continue to operate our hotels and packages business through MMT India under the MakeMyTrip brand and ibibo India under the goibibo brand. ibibo India also offers hotel room bookings and air ticketing services on [www.goibibo.com](http://www.goibibo.com) and its mobile platforms, which are comparable to the hotel room offerings and air ticketing services offered on [www.makemytrip.com](http://www.makemytrip.com) and its mobile platforms. In addition, the ibibo Group also owns and operates redBus, a leading online bus ticketing platform with a presence across India through [www.redbus.in](http://www.redbus.in) and in select countries overseas through other regional redBus websites.

We believe the strength of our brands, quality of our services, user-friendliness of our website experience, focus on our customers and efficacy of our marketing programs have enabled us to capture a significant share of the domestic air travel market in India, while increasing online penetration of the primarily-offline international air and hotels market in India. Our MakeMyTrip, goibibo and redBus brands have won a number of awards, including:

#### MakeMyTrip

- SATTE Award for Excellence in Online booking sites (2018)
- ET Brand Equity Marketing Awards - Integrated marketing campaign (2018)
- Times Travel Awards 2018 - OTA of the year (2018) (India)
- Condé Nast Traveller India - Favourite online tour agent (2017)
- Condé Nast Traveller India - Favourite travel app (2017)
- Gold in the category of Travel and Holidays at the Businessworld Golden Cart Awards (2017)
- Gold in the category of Best Travel and Tourism Brand by Social Samosa Social Media Awards (2017)
- Most Favorite Online Tour Operator award by Readers' Travel Awards 2016
- Conde Nast Traveler Mobile Appies (2015) for the Most Innovative Travel App

- Best Travel Portal India (2014) by World Travel Awards
- Conde Nast Traveler Readers' Travel Award – Favorite Online Travel Agent (2014, 2013) Favorite Travel Portal by Outlook Traveler (2015, 2014 and 2013)

#### goibibo

- Silver in the category of Travel and Holidays at the Businessworld Golden Cart Awards (2016)
- Best Tech Travel Aggregator Brand Award by The Economic Times (2015)
- India's No. 1 Brand in the category of Online Travel and Leisure by Business Standard (2015)
- Best website in the category of Leisure and Travel by Website of the Year (2014 and 2015)

#### redBus

- ABP News - Brand Excellence award in eCommerce sector (2017)
- Bronze award (Effective Use Of Consumer Feedback category) at the ACEF Customer Engagement Awards (2017)
- Bronze award for the redBus annual calendar at the Bangalore Big Bang Awards (2016)
- Most Trusted Brand by IBC InfoMedia (2015)
- Most Trusted Brand (online travel category) and 13th Most Trusted Internet Brand (overall) in The Brand Trust Report, India Study (2015)
- mBillionth South Asia Award and Global Mobile Innovation Award by Eyefortravel (2014)

### **Our Strengths**

We have the following competitive strengths:

*A Leading Online Travel Company in India with Well-Recognized Brands.* Since commencing our travel business in India in 2005, we have become a leading company in the Indian online travel market for air ticketing and hotels and packages bookings. In fiscal year 2016, 6.2 million transactions for domestic air tickets in India and 3.1 million transactions for hotels and packages were booked through us. In fiscal year 2017, 8.6 million transactions for domestic air tickets in India and 6.9 million transactions for hotels and packages were booked through us. In fiscal year 2018, 13.7 million transactions for domestic air tickets in India and 13.2 million transactions for hotels and packages were booked through us. While we experienced a slight decrease in the average number of active users per month on our desktop websites during fiscal year 2018, we believe that this is due to more customers shifting towards using our mobile website and mobile applications instead of our desktop website as a result of the increased use of smartphones and mobile devices in India. According to App Annie, our MakeMyTrip, goibibo and redBus mobile applications had over 16.4 million, 9.9 million and 7.1 million active users per month respectively in fiscal 2018. As of March 31, 2018, we have over 128.5 million users on our various MakeMyTrip, goibibo and redBus mobile and application platforms. Based on data from the DGCA, we estimate that one in four domestic air passengers in India booked their air ticket through our company in fiscal year 2018.

We believe that our award-winning MakeMyTrip, goibibo and redBus brands are well-recognized in the Indian travel industry. We have invested in developing and promoting our MakeMyTrip brand since our inception, using a combination of traditional channels such as print, radio and television, mass media campaigns, as well as search engine marketing and other innovative digital marketing tools, such as outreach through Facebook, YouTube, LinkedIn, Twitter and other social media websites, viral marketing and online display banners, to broaden our reach to travelers in India and overseas. We expect to continue to invest in our MakeMyTrip brand, as well as our newly acquired goibibo and redBus brands, in the future. We also believe that our brand strength is responsible for allowing us to source a significant portion of our traffic from non-paid sources such as search engine results and direct traffic, as opposed to paid results, such as search engine marketing. We believe that our reputation and market position have also provided us with the ability to negotiate competitive rates when contracting with airlines, hotels and other suppliers.

*Comprehensive Selection of Service and Product Offerings.* We offer our customers a comprehensive selection of travel and travel-related services and products. We cater to the travel needs of residents in India as well as non-resident Indians and others traveling to India from the United States, Southeast Asia, the United

Arab Emirates and other countries. Our services and products include air tickets, hotels and packages, rail tickets, bus tickets, car hire and ancillary travel requirements such as facilitating access to travel insurance and visa processing. As of March 31, 2018, we provided our customers with access to all major domestic full-service and low-cost airlines operating in India and all major airlines operating to and from India, over 53,000 domestic accommodation properties in India, over 500,000 hotels and properties outside India, Indian Railways and over 2,400 bus operators, including several major Indian and Singapore bus operators. Our selection of hotels is diverse, with choices for travelers from one-star to five-star offerings and home stays and budget rooms through GoStays on goibibo and RightStay by MakeMyTrip for budget travelers seeking alternative accommodations. We believe our comprehensive selection of travel services and products makes us a “one stop shop” for our customers’ travel needs and allows us to combine multiple products and provide customized packages that suit the unique needs of our customers.

*Broad Distribution Network.* We use a variety of technology-enhanced distribution channels to target the growing Indian middle class travel market, where Internet penetration is still relatively low. Our distribution network is centered on our India-focused websites, [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in), our MakeMyTrip, goibibo and redBus mobile applications for Android and iOS, our United Arab Emirates-focused website, [www.makemytrip.ae](http://www.makemytrip.ae), our call centers, our airport counters and our various travel stores in over 40 cities in India as of March 31, 2018. As of March 31, 2018, we had a network of approximately 3,200 registered agents across over 300 cities and towns in India. Such travel agents can access our MakeMyTrip and redBus B2B websites which enable them to sell our full suite of online travel services to their customers. In fiscal year 2018, we also launched hotel booking centers for our goibibo brand in various cities in India. These booking centers are primarily located in popular travel destinations to serve offline customers in the budget hotel segment. Our customers are now able to make bookings on our MakeMyTrip, goibibo and redBus mobile sites accessible through [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in), and through our mobile applications for iOS and Android, which allow bookings for Indian and international flights, hotels and holiday packages, Indian bus offerings, trains and inter-city cabs. Our broad distribution network gives us widespread access to travelers both in India as well as abroad.

*Advanced, Secure and Scalable Technology Platform.* We have built an advanced and secure technology platform, which integrates our sales, customer service and fulfillment operations. We have designed our websites to be user-friendly, providing our customers with extensive low-price options and alternative routings, as well as offering them combinations of flight and hotel bookings at cost-effective rates. Our websites also enable our customers to find their right destinations easily by using colloquial names or major landmarks. We continuously make improvements to our online booking platforms to enhance the user experience for researching and booking air tickets, hotels, packages and bus tickets on [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in). We also continue to focus on automation, for example by making changes to our MakeMyTrip and goibibo extranet sites to allow more of our hotel suppliers to use a self-service mode in managing their rates and inventory.

Our web-based booking engines have been designed to link to our suppliers’ systems either through “direct connects” or a GDS (we use both Amadeus CRS and Galileo GDS), and are capable of delivering real-time availability and pricing information for multiple options simultaneously. Our goibibo and redBus platform is hosted on Amazon Web Services, or AWS, which provides a high degree of reliability, security and scalability and helps us to maintain adequate capacity. In addition, we also provide extranet access to our hotel suppliers where they can update their rates, inventory and content on our websites.

Our technology platforms in India are able to handle up to a maximum of 3.0 million website requests at one time on our MakeMyTrip platform and 4.0 million on our goibibo platform. Our platforms are scalable, and can be upgraded to handle increased traffic and complexity of products with limited additional investment. In the past, we have experienced peak traffic on our websites when multiple airlines have offered promotional rates, simultaneously. On those occasions, on average our [www.makemytrip.com](http://www.makemytrip.com) website handled approximately 42,000 transactions and over 2.0 million searches in a day and our [www.goibibo.com](http://www.goibibo.com) website handled approximately 80,000 transactions and over 4.0 million searches in a day across all our hotel, car, train and bus offerings. On our website [www.redbus.in](http://www.redbus.in), we receive approximately 1.0 million website requests and over 6.0 million searches per day. We intend to continue to invest in mobile offerings and applications.

*Customer-Focused Approach.* We place significant emphasis on technology, personnel and training to improve our services to our customers. Our customers can choose from our various customer service channels to contact us, including web-based self-service or chat support as well as our toll-free call centers, our airport counters, our travel stores and e-mail. We have access to a large amount of customer data on account of our size and our acquisition of the ibibo Group, which allows us to optimize our online marketing and provide customized product offerings. Our mobile service platforms allow customers to receive e-tickets and flight alerts via text messages on their mobile phones. Our customers are also able to make bookings on our mobile sites and web application mobile sites, accessible through [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in).

In addition to being able to make different types of travel bookings on their smartphones and mobile devices, customers can view their booking details, cancel bookings, request e-tickets, track refund status, check flight status, look for new deals and use location-based services to find nearby places of interest. Our websites provide an enhanced user experience for researching and booking hotels, as well as valuable travel information not available on our mobile sites, such as user-generated travel reviews and destination guides to help customers conduct research and make travel decisions. We have also launched “RoutePlanner,” a service on our MakeMyTrip website that helps users choose among various transportation options, including air, bus, rail and hired car, for travel between any two of over 4,000 cities in India.

We primarily outsource our call center operations and fulfillment process to Radical Minds Technologies Private Limited or Radical Minds Technologies, iEnergizer IT Services, etc. as we believe that these providers are experienced, reputable and able to adhere to our customer service standards and enhance our service quality. We also have a dedicated in-house escalation service team which operates 24 hours a day, seven days a week, and is responsible for addressing issues or complaints raised by our customers. All of our representatives participate in a formal training program before commencing work and have in-depth knowledge of their relevant local market. Our representatives also attend periodic training programs to familiarize themselves with our new services and products.

*Experienced Management Team.* We operate in an industry where we believe one of the most important assets is the quality of our people. Our senior management team is comprised of industry executives with significant experience in the travel industry, including online travel agencies, in India and the United States. Our senior management team also has in-depth experience in the internet, consumer services and consumer product industries, having worked with companies such as GE Capital, Google, PepsiCo, Colgate and Seagram. Our senior management team is supported by our broader leadership team, comprising talented and experienced professionals that oversee and implement our day-to-day operations. We also actively recruit MBA graduates and engineers from leading institutions in India to fill important management roles in our company.

## **Our Strategy**

We believe that the low but fast growing Internet penetration and mobile internet in India, coupled with income growth in India provide us with significant growth opportunities. Our objective is to pursue long-term market share growth opportunities to grow profitably by building on our current position as one of India’s leading online travel companies. The key elements of our strategy include:

*Expand Our Hotels and Packages Business.* Our hotels and packages business generally yields higher Net Revenue Margins than our air ticketing business, and we intend to continue shifting our business mix towards this segment. In fiscal year 2017, we undertook a strategic combination with the ibibo Group by way of an acquisition of the ibibo Group, which operates a hotels and packages business substantially similar to our existing business under the MakeMyTrip brand, making us one of the leading online hotels and packages providers in India.

We will proactively invest to gain further market share, through increasing automation, adopting new technologies and a deep customer focus. Our objective is to enable more hotel suppliers to be seamlessly connected to our various websites with the latest technology methods which include direct connects, channel managers and direct integrations with various aggregators. We also continue to focus on automation by making changes to our extranet to allow more of our hotel suppliers to use a self-service mode in managing their rates, inventory, content, payments and confirm bookings made by our customers on a real-time basis. According to the CISCO Visual Networking Index, Internet users as a percentage of India’s total population is expected to increase from 28% in 2016 to 59% in 2021, while mobile devices and connections per individual was 1.1 in 2016 and expected to increase to 1.5 in 2021. We believe that we can increase our total number of transactions as Internet penetration in India increases over time. In addition, given the high penetration of smart phones in India, we have also introduced our extranet mobile application which allows hotels to directly update inventory and rates, and confirm bookings through the application. We are investing on improving the customer experience by improving our offering on various devices (especially mobile and tablets) which the customers use to connect with us and becoming more content-focused. We also intend to grow our packages business outside India through strategic partnerships and acquisitions, as well as by strengthening our relationships with key aggregators from whom we procure inventory for our packages products.

*Expand Our Service and Product Portfolio to Enhance Cross-Selling Opportunities.* We believe that expanding our service and product offerings is an important means of customer acquisition as the diversity of our services and products will improve our offerings to customers, attract more customers to our websites and mobile applications and allow us to cross sell higher-margin services and products to them. We actively market

additional travel services to our customers. For example, we market non-air services directly to customers after they have booked their air tickets with us.

We seek to continue expanding our travel offerings beyond core air tickets, hotels and packages to mass market products including bus and rail. We introduced the sale of bus tickets in 2008 and the sale of rail tickets in 2009 under our MakeMyTrip brand. In January 2017, we expanded both of these businesses through the acquisition of the ibibo Group and the addition of its redBus bus ticketing and goibibo rail ticketing businesses to our offerings. We also provide car hire services in conjunction with our holiday package bookings and in fiscal year 2018, we introduced intercity car hire services on both MakeMyTrip and goibibo platforms. Further, we also provide other value-added ancillary services such as facilitating access to insurance and visa processing to enhance our customers' travel experience.

*Enhance Our Service Platforms by Investing in Technology.* We intend to continue to invest in technology to enhance the features of our services and our platforms. For example, we plan to integrate our various hotel booking systems across our various websites and mobile platforms. We also intend to extend user feedback features to more products, enable more user-friendly bookings to be saved by our customers and used across all our services and products, enhance our mobile service platform to make mobile transactions more user-friendly and allow real-time fingerprinting to prevent online credit card fraud. We intend to sell more of our holiday packages online in addition to selling through our call centers, which we believe will result in increasing our operating margins. We believe that our continued investments in technology will enable us to enhance our customer service and to capitalize on the expected growth opportunities in the online travel market in India. We intend to continue to focus on increasing our online and mobile customer base. We intend to continue to invest in mobile offerings and applications. We also intend to strengthen our focus on analytics, and upgrading our technology platform.

*Expand into New Geographic Markets.* We believe we are well positioned for growth in other overseas markets, particularly those with a significant non-resident Indian population as well as destinations with proximity to India and favored by Indian travelers, particularly popular regional destinations that are located within a five-hour flight from India. In December 2009, we launched our website, [www.makemytrip.ae](http://www.makemytrip.ae), in the United Arab Emirates, following, among other things, the registration of our website's domain name with the relevant registry as well as the procurement of additional servers to handle the increased traffic from this new international website. The United Arab Emirates has a significant non-resident Indian population, and our website is intended to serve the travel needs of non-resident Indian travelers traveling from the United Arab Emirates and neighboring Middle Eastern countries to India as well as on their travels elsewhere. We entered the Singapore market by acquiring Luxury Tours in May 2011. In July 2011, we incorporated Luxury Tours (Malaysia) to expand our operations in Malaysia and adjacent markets. In November 2012, we expanded in Southeast Asia through our acquisition of the ITC Group. In January 2017, as part of our acquisition of the ibibo Group, we entered the Colombia and Peru markets through our redBus business.

*Pursue Selective Strategic Partnerships and Acquisitions.* In addition to growing our business organically, we have in the past and may continue to pursue strategic partnerships and targeted acquisitions that complement our service offerings, strengthen or establish our presence in our targeted domestic and overseas markets or to gain access to technology. On January 31, 2017, we undertook a strategic combination with the ibibo Group by way of an acquisition of 100% equity interest in the ibibo Group, which owns and operates air ticketing, hotels and packages and rail and bus ticketing businesses under its goibibo and redBus brands. In 2015, we acquired an approximate 30% stake in HolidayIQ Pte. Ltd., which owns and operates [www.HolidayIQ.com](http://www.HolidayIQ.com), a travel information portal and recommendation search engine that is popular within the Indian travel community, and an approximately 20.6% in Inspirock, Inc., which owns and operates [www.inspirock.com](http://www.inspirock.com), an online planning tool for developing custom-made itineraries. In 2014, we acquired a minority equity interest in Simplotel in December 2014, and thereafter we acquired additional shares of Simplotel in June and November 2015, and December 2016, which increased our equity shareholding in Simplotel to approximately 33%. In fiscal year 2013, we became the sole owner of Luxury Tours, a Singapore-based travel agency which is engaged in the business of providing hotel reservations, excursion tours and other related services to inbound and outbound travelers in Singapore and the rest of Southeast Asia, following our initial investment in 2011. We became the sole owner of the ITC Group in 2015, a well-established hotel aggregator and tour operator focused on Thailand in which we initially invested in 2012. We believe that our acquisitions and partnerships, together with our technology platform that enables us to successfully and cost-effectively integrate our new acquisitions and partners, have helped to strengthen our positions in our different businesses. We expect to continue to monitor strategic partnerships and acquisitions in the future.



## Our Services and Products

We offer a comprehensive selection of travel and travel-related services and products catering to the needs of residents in India and non-resident Indians and others traveling to India from the United States and other countries. We provide travelers with the tools and information they need to efficiently research, plan, book and purchase travel services and products in India as well as overseas. Our services and products include air tickets, hotels, packages, rail tickets, bus tickets, car hire and ancillary travel requirements such as visa processing and facilitating access to travel insurance. Our key customers include leisure travelers and small businesses.

### *Air Ticketing*

Our air ticketing business is primarily targeted at domestic travel within India and international travel originating in India; and inbound travel to India from the United States and other countries. We further expanded our air ticketing business in 2017 through our acquisition of the ibibo Group, through which we continue to operate the ibibo Group's similar goibibo business.

*Indian Domestic and Outbound Travel.* We commenced our Indian operations under our MakeMyTrip brand in 2005 and have experienced significant growth in our air ticketing business covering domestic travel within India and international travel from India. The following table sets forth the number of transactions for air travel booked through our MakeMyTrip and goibibo platforms in recent prior periods.

	Number of Transactions For Fiscal Year March 31		
	2016	2017	2018
Indian domestic air travel	6.2 million	8.6 million	13.7 million
Outbound air travel	0.6 million	0.8 million	1.5 million

We provide our customers with a wide selection of airline tickets for all major domestic full-service and low-cost airlines operating in India, including Air India, Air India Express, Go Air, IndiGo, Jet Airways, SpiceJet, Vistara, Air Asia and Trujet; and all major international flights that originate from cities in India, including Air India, Air France-KLM, British Airways, Emirates, Jet Airways, Lufthansa, Malaysia Airlines, Singapore Airlines, Thai Airways, FlyDubai, Air Asia, Etihad Airways, Kenya Airways, Qatar Airways, Virgin Atlantic, Malindo and Tiger Airways. We make bookings with these airlines either through a GDS (we use both Amadeus CRS and Galileo GDS) or via "direct connects" to the airlines' booking systems.

We believe our websites and mobile platforms provide comprehensive information to our customers in a time-efficient and unbiased manner. Customers are able to quickly and easily evaluate a broad range of potential fare and airline combinations through our user-friendly websites. Customers may search for flights based on their preferred travel dates, destinations, number of passengers, number of stops and class of travel, or may use our more advanced search tool and include additional search parameters. For example, for our Indian domestic flights, customers may include searches for night flights, specify a preference for direct flights, as well as include only certain airlines and only refundable fares. Customers can also easily filter and sort the results of their search according to their preferences.

*Inbound Travel to India.* We began selling air tickets for the United States-to-India sector in 2000 through our MakeMyTrip platform. Following our acquisition of the ibibo Group in January 2017, we also sell air tickets for inbound travel to India through our goibibo platform. Our customers are mainly non-resident Indians and persons of Indian origin traveling to India. Our customers may search and book their flights on our US sub-domain website, [us.makemytrip.com](http://us.makemytrip.com), which is linked to our MakeMyTrip primary website, [www.makemytrip.com](http://www.makemytrip.com), and uses a similar search and display interface. The total number of transactions for inbound air travel to India booked primarily from the United States and the United Arab Emirates through us was 0.16 million in fiscal year 2016, 0.11 million in fiscal year 2017 and 0.05 million in fiscal year 2018.

### *Hotels and Packages*

We introduced our hotels and packages business in 2005 and have since experienced significant growth in this area, including through our acquisition of the ibibo Group in January 2017. The ibibo Group's standalone hotels business is substantially similar to MMT India's standalone hotels business and, following the completion of the acquisition of the ibibo Group, we continue to operate our hotels and packages business through MMT India under the MakeMyTrip brand and the ibibo Group under the goibibo brand. The total number of transactions in our hotels and packages business was 3.1 million in fiscal year 2016, 6.9 million in fiscal year 2017 and 13.2 million in fiscal year 2018.

*Hotels* . Customers can search 53,000 domestic accommodation properties in India and over 500,000 hotels and properties outside India on our MakeMyTrip and goibibo websites. We obtain access to room inventory from our hotel suppliers through three methods: “direct connects,” “direct allocation” and for most hotels outside India, through contracts with online travel agents and aggregators outside India. Substantially all of our hotel suppliers in India have a “direct allocation” arrangement with us whereby they allocate rooms directly to us either by managing their room inventory on an extranet provided by us, or through channel managers, or supported by us via telephone. We do not assume any inventory risk for such “direct allocation” as unsold inventory is released to the hotels within an agreed period of time. The remaining hotels in India are connected through direct connects. “Direct connect” is the method by which our booking systems are integrated with the central reservations systems of the hotels and reservations made are confirmed on a real-time basis, although this applies to a small proportion of our total hotel bookings. Through our ongoing efforts to increase the automation of and otherwise improve our extranet, our hotel suppliers are now able to perform more of the necessary functions for executing transactions through our system without our direct involvement. We obtain access to inventory for most hotels outside India through contracts with other online travel agents and aggregators outside India. In some instances, in order to enjoy special negotiated rates for these hotels, we pre-purchase hotel room nights and assume inventory risk on them. Our inventory also includes home stays and budget rooms through goibibo and MakeMyTrip. In 2017, we also introduced MakeMyTrip Assured Hotels, which categorizes based on quality and service reviews to provide quality assurance to customers at the time of booking. During fiscal year 2018, we merged our supplier extranet for our MakeMyTrip and goibibo brands to a common technology platform for our domestic and self-contracted international accommodation properties both on our websites and mobile applications. We are also working to further develop this platform by adding features like payment reconciliation, management of inventory, rates, promotions and analytical capabilities.

Our customer base is primarily residents in India and non-resident Indians and others traveling to India from the United States and other countries. With respect to our websites and applications, the focus of our technological improvement and sales efforts is on consolidating multiple supply sources and identifying the best rates possible for our customers. In addition, we have invested in multi-lingual products and marketing, with in-house translation and customer service teams for twelve different languages. On our [www.makemytrip.com](http://www.makemytrip.com) and [www.goibibo.com](http://www.goibibo.com) websites and through our applications on various mobile platforms, customers may search for hotels based on their destination, preferred dates for check-in and check-out, and may easily filter their search results by selecting star ratings, specific hotel chains, location and other options. Customers can also indicate amenity preferences, such as business services, internet access, fitness centers, swimming pools and travel assistance. MakeMyTrip’s “View Map” offers customers the ability to compare hotel locations on an interactive neighborhood map. Our online hotel booking platforms provide an enhanced user experience for researching and booking hotels on desktop and mobile devices.

*Packages*. We offer pre-packaged vacations designed by our in-house product specialists, under arrangements with various travel suppliers and our GDS service providers to cater to both individual and group travelers. Our packages also include various travel services such as travel insurance, visa processing, airport transfer and sightseeing.

- *Indian Domestic Packages*. We offer a variety of packages, including escorted tours, honeymoon specials and weekend breakaways, as well as vacation themes, such as beach, adventure, family, pilgrimage, romantic, shopping, cruise and culture. Our demographic target for the “weekend breakaways” packages is corporate executives.

For our customers travelling within India, our Indian website offers a flight plus hotel option, using a similar search and display interface as our separate air ticketing and hotels websites, which enables customers to view multiple combinations of airlines and hotels to assemble a trip which satisfies his or her unique requirements. Our [www.makemytrip.com](http://www.makemytrip.com) and [www.goibibo.com](http://www.goibibo.com) websites allow customers to customize their trips by combining two or more travel products and selecting their desired air and hotel supplier, often at a discounted price, compared to booking the individual components separately.

- *International Packages*. We offer pre-designed independent packages, customized independent vacations, customized group tours and pre-designed escorted tours. The wide array of holiday options offered is intended to suit varying budgets and preferences of potential customers.

- *Meetings, Incentives, Conferences, Exhibitions and Events.* Our MICE team offers services to organizations and other groups who wish to plan meetings, conferences or other events or organize group trips. Our MICE team assists such customers in planning and booking travel arrangements for large groups of travelers and delivers tickets and other documentation, and, on request of the customers, a member of our MICE team will accompany the group during the travel in order to ensure that all plans and activities run smoothly. Our MICE team also assists employees of these organizations with their personal travel needs.
- *Corporate Travel Service.* In fiscal year 2018, we introduced corporate booking tool “myBiz” which is a complete business travel solution for the booking of travel services by corporates and SMEs. myBiz was built to provide greater flexibility and convenience for business travel and also offers corporate travel benefits for employees. myBiz is also designed to reduce payment inefficiencies and minimize corporate card abuse. It offers a centralized, corporate level wallet for all bookings, which is managed by corporate administrators and provides real-time reporting. As of March 31, 2018, over 35,000 companies have registered on this platform with a large number of them transacting across air ticketing as well as hotel bookings.

See Note 6 to the accompanying consolidated financial statements in Item 18 for a breakdown of total revenues by geographical location of customers for each of the last three fiscal years.

### ***Other Services and Products***

*Rail Tickets.* We sell railway tickets in India on our MakeMyTrip and goibibo platforms through “direct-connect” access to Indian Railways’ passenger reservation system online, allowing customers to reserve and purchase Indian Railways tickets on a real-time basis through our websites. Indian Railways is India’s state-owned railway which owns and operates most of India’s rail transport. We booked 0.24 million, 0.30 million and 0.81 million transactions for rail tickets in fiscal years 2016, 2017 and 2018, respectively.

Using a customized search interface, our customers are able to quickly search for train tickets based on their preferred travel dates, destinations and class of travel. Customers are able to compare travel options across various trains, classes, dates and prices. The search results displayed are detailed and have been customized to suit the needs of local Indian railway users.

*Bus Tickets.* Following our acquisition of the ibibo Group in 2017, we own and operate our bus ticketing business primarily through redBus, a leading online bus ticketing platform with a presence across India through [www.redbus.in](http://www.redbus.in) and in select countries overseas through our other regional redBus websites. Customers are able to make bookings on our desktop sites, [www.redbus.in](http://www.redbus.in), [www.makemytrip.com](http://www.makemytrip.com) and [www.goibibo.com](http://www.goibibo.com) and on major mobile platforms through our mobile applications for iOS and Android. Through our redBus mobile application, customers can also access YourBus, a vehicle tracking tool. Through our websites and mobile platforms, 0.24 million, 5.5 million and 39.6 million bus tickets were booked in fiscal years 2016, 2017 and 2018 respectively.

redBus mobile traffic and transactions are increasing rapidly, from approximately 2.1 million transactions as of March 31, 2017 to 2.9 million as of March 31, 2018. As of March 31, 2018, our redBus mobile application had been downloaded approximately 15.5 million times on Android and 1.5 million times on iOS. As of March 31, 2018, we had approximately 9.1 million mobile users. Customers are also able to book bus tickets through our MakeMyTrip platform.

We have agreements with several major Indian and Singapore bus operators, some of which are operators of multiple routes, as well as with aggregators and other intermediaries. Our bus tickets inventory is obtained through four channels: real-time inventory from operators who are directly connected to our booking system; inventory from aggregators who are directly connected to our booking system; inventory from operators who manage their inventory on an extranet supported by us; and inventory obtained by agreement with operators where a certain number of tickets are pre-allocated to us or sold to us “on request.”

Customers can search for bus tickets based on their preferred travel dates and routes and our websites will typically display numerous options for customers to choose from. We offer our customers basic information on the type of bus used on the relevant route and customers are able to select seats, choose from the available boarding points in the relevant city on the routes as well as obtain information on the location of the chosen boarding point among other details. Our redBus website also enables our customers to find their destinations easily by using colloquial names. We also recently made significant improvements to our online bus booking

platform, such as more flexible filters and crowd-sourced bus images and reviews from our users which helps our customers make informed decisions while booking buses. Our redBus website also includes tools to book weekend getaways that include bus bookings for the onward and the return trip and a hotel stay in the getaway location.

redBus also sells bus tickets and hotel room reservations through agent platform, SeatSeller, which comprises more than 20,000 agents across India, Southeast Asia and Latin America. In addition, redBus tickets are sold through more than 200 application programming interface, or API partners. The redBus transaction database is highly scalable to cater to our growing transaction needs.

During fiscal year 2018, we also launched new features on our platform such as dynamic pricing, one-touch booking, bus tracking, zero cancellation fee booking and re-scheduling.

*Car Hire.* We provide car hire services in conjunction with holiday package bookings on our Indian website. In fiscal year 2018, we introduced intercity car hire services on both MakeMyTrip and goibibo platforms. Customers can make their bookings on our desktop and mobile sites and using our mobile applications for iOS and Android. As of March 31, 2018, we offered car hire services in more than 1000 cities in India.

### ***Ancillary Services and Products***

As an ancillary service offered to our customers, we provide our customers with the option to purchase travel insurance for trips booked on our MakeMyTrip, goibibo and redBus platforms at the time of booking. For air travel, customers are also given an option to purchase ancillaries services such as seat selection, in-flight meals and checked baggage.

### ***Distribution Channels***

We utilize a variety of technology-enhanced distribution channels to target the growing Indian middle class travel market, where Internet penetration is still relatively low. Our broad distribution network gives us access to Indians traveling domestically or overseas and also reaches non-resident Indians and others traveling inbound to India. Our distribution network uses a combination of our websites, call centers, airport counters and travel stores as well as our travel agents' network in India and mobile service platform, giving us multiple channels to access these customers. The majority of our total transactions are carried out through our websites and mobile applications.

Our customers' varied needs are served by different distribution channels. During fiscal year 2018, 99.4% of our sales of air tickets for travel were made through our websites and mobile applications and the balance of our sales for air tickets, were made through our call centers and were most commonly for inbound travel. Our sales of hotel rooms are also primarily made through our websites and our mobile applications. Our customers can book standard flight plus hotel packages on our websites and our mobile applications, but the majority of the sales of packages within or outside India are concluded through our call centers, travel stores and travel agents' network. All of our rail and bus ticket sales in India are made through our Indian website.

### ***Internet Websites***

We operate the websites [www.makemytrip.com](http://www.makemytrip.com) (including the sub-domain [us.makemytrip.com](http://us.makemytrip.com)), [www.makemytrip.ae](http://www.makemytrip.ae) and [www.makemytrip.com.sg](http://www.makemytrip.com.sg) servicing the Indian domestic and outbound market, the United States-India inbound market (focusing in particular on non-resident Indians in the United States), the United Arab Emirates as well as neighboring Middle East countries, Singapore and neighboring Southeast Asian countries, respectively. Following our acquisition of the ibibo Group in January 2017, we also operate the websites [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in).

Our websites and their content are tailored to our predominantly Indian user base. For example, on [www.makemytrip.com](http://www.makemytrip.com), we have localized our top-selling hotel webpages with information and using language that we believe would be more attractive and relevant to an Indian user. Following our acquisition of the ibibo Group in January 2017, we are integrating the in-house development capabilities of MMT India and the ibibo Group to continuously maintain and improve our various platforms, including our [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in) websites.

Using our websites, customers can easily and quickly review the pricing and availability of nearly all our services and products, evaluate and compare options, and book and purchase such service and products online. We have also designed our websites to offer personalized recommendations and offers based on a customer's history. In addition, we have self-service customer support modules on our websites to let our customers check their refund status, modify or cancel reservations and view their travel itineraries. Customers can also purchase ancillary travel-related services and products, such as travel insurance as part of the booking process. Certain packages for MICE or other customized packages cannot be purchased online although customers can submit inquiries through our websites and our sales representatives will contact such customers to follow up and process the transaction, if required.

Typically, a transaction on our websites involves the following steps:

*Search.* A customer conducts a search for a particular product, or combination of products (for example, flight plus hotel), on our websites by defining desired parameters. For example, for domestic Indian flights, apart from the city of departure and destination, number of travelers and dates of travel, our customers can also input additional parameters such as preferred cabin class, preferred airlines, refundable fares and direct flights. Our websites' search capabilities employ scalable search and routing logic that we believe return comprehensive results without sacrificing search response times or creating added stress on our suppliers' infrastructure. Our search results are generated in a cost-effective and time-efficient manner since over 80% of our search results come from cache. Our web-based MakeMyTrip, goibibo and redBus booking engines, which have been designed to link to our suppliers' systems either through "direct connects" or a GDS (we use both Amadeus CRS and Galileo GDS), allows us to deliver real-time information. In addition, we also provide extranet access to our hotel suppliers where they can update their rates, inventory and content on our websites.

*Select.* At this stage, our websites display to the customer various possible selections that are available in a user-friendly format, and also prompt the customer with available special offers or provide additional information about the product. Our websites are enabled with asynchronous JavaScript and extensible markup language allowing customers to sort or refine search results by further defining certain parameters such as price range, time range, preferred airlines and availability of refunds for air tickets, and star rating, preferred hotel chains and hotel amenities.

*Review.* After a customer has selected a particular option, our websites will provide the customer with an opportunity to review the details of the product being purchased and the terms and conditions of such purchase. At this stage, our websites connect to the GDS (Amadeus CRS and Galileo GDS) or the websites of our travel suppliers to confirm the availability and pricing of the product selected, and in the event the customer's choice is not available, the customer will be informed of the next-best alternative to the selected product. Customers booking air tickets or hotels will also be shown options to purchase travel insurance and other related ancillary services.

*Payment.* We offer our customers a variety of payment methods. On our Indian websites, customers may pay in Indian Rupees with credit cards, debit cards issued by several major banks in India (including Citibank, ICICI Bank, HDFC Bank, State Bank of India and AXIS Bank), bank transfers or e-Wallets (including Paytm and PhonePe). We also offer partial payment options for large value transactions. All sales made through our desktop and mobile platforms require consumers to pay or guarantee their purchases with their credit cards. The online payment gateway for net banking is secured by "Verified by VISA," "MasterCard SecureCode," "Diners ProtectBuy," "RuPay PaySecure" and "American Express SafeKey." Customers may also use our propriety prepaid wallets ("MyWallet", "GoCash" and "redBus Wallet") to obtain instant refunds and a quicker checkout experience. We recently began accepting payment through the Bharat Interface for Money (BHIM) unified payment interface for our redbus or MakeMyTrip Android app. On our US MakeMyTrip website, customers may pay in US dollars with credit cards or through PayPal. On our United Arab Emirates website, customers may pay in United Arab Emirates Dirhams with credit cards. On our other international websites, customers may pay in multiple currencies with credit cards.

We offer a travel finance option that provides qualified customers with a personal loan from HDFC Bank to pay for their bookings. We have also partnered with Bajaj Finserv to offer no-cost equated monthly instalment, or EMI, payment bookings for qualified Bajaj Finserv EMI cardholders. We also offer an algorithm-based "Book Now, Pay Later" option for certain customers and offerings, as well as a hotel booking option that requires Rs. 1.00 at booking with the remainder auto-debited after completion of the stay.

In order to simplify the booking process for our customers, our websites do not require prior customer registration in order for the purchase to be completed. Customers who do not wish to register will simply be prompted prior to payment to provide basic contact details (including their name, telephone number and e-mail

address) for purposes of the travel product they intend to purchase. An electronic confirmation is sent to the customer's e-mail address and customers can also use our self-service web-support, My Account, to check their booking details, print e-tickets and vouchers, cancel bookings and track progress of refunds.

We use single factor authentication for Latam transactions in our redBus ticketing business and have enabled fraud verification with the payment gateway which processes these transactions. We do not support foreign credit cards on our Indian channels currently as we have not engaged any external party to conduct fraud verification for foreign credit card transactions. We support offline payments for Indonesia and Latam markets, where customers can reserve seats for a fixed number of hours and subsequently pay for such seats in cash at ATM stores and other offline locations.

### ***Call Centers***

Our in-house call centers that handle our sales and post-sales customer service support for MMT India's international hotels and packages business as well as domestic Indian packages with more complicated itineraries, are run out of Gurugram in India, as well as out of Singapore. Our in-house call centers that handle our sales and post-sales customer service support for our bus-related services are run out of Bangalore and Pune, as well as out of Singapore and Thailand. Our call centers in India operate 24 hours a day, seven days a week and customers can call these centers through various toll-free numbers in India to consult with our sales representatives, receive comprehensive, real-time hotel and package information, and make travel bookings. All of our sales representatives in India participate in a formal four-week training program before commencing work and have an in-depth knowledge of their relevant local market. Our sales representatives are also trained and updated with our new services and products.

To achieve cost-efficiency and scalability, we utilize various third-party vendors in India to manage our call center service and we outsource our call center service for sales and service for all international flights (both inbound to India and outbound from India), and most of our hotel reservations and packages to such vendors. Our outsourcing service providers also handle our post-sales customer service support for all flights (domestic and international), hotel reservations and packages, and rail and bus ticketing, as well as back office fulfillment and ticketing services. We primarily outsource our call center operations and fulfillment process to iEnergizer IT Services, Radical Minds Technologies, etc. as we believe that these providers are experienced, reputable and able to adhere to our customer service standards and enhance our service quality. Our external agents must undergo a formal four-week training program as well as periodic refresher training courses in order to understand our processes and systems and be able to effectively service our customers.

All our call centers are equipped with our enterprise resource planning, or ERP, application, allowing our sales representatives and agents to make bookings and create packages, as well as attend to customer requests. These centers are also linked to our CRM system which enables us to monitor the performance of our sales representatives and outsourced agents on a round-the-clock basis. We also have software that enables us to log on to customer calls enabling us to perform random checks on our call centers on a real-time basis. Our system also enables us to monitor the number of waiting calls and limit customer-aborted calls on our hotlines due to unacceptably long waiting times. We have an in-house quality team which monitors the quality of our call center transactions, including the tone and voice of our customers, in order to ensure high quality service is consistently offered to our customers. We also have a third-party partner, Celtycs Outsourcing Services Private Limited, which audits the inbound and outbound calls and emails of our call center agents.

### ***Travel Stores***

As of March 31, 2018, we had 14 company-owned travel stores in 14 cities, including one in our office in Gurugram, over 30 franchisee-owned travel stores which primarily sell packages in 28 cities, and counters in four major airports in India under our MakeMyTrip brand. In fiscal year 2018, we also launched hotel booking centers for our goibibo brand in various cities in India. These booking centers are primarily located in popular travel destinations to serve offline customers in the budget hotel segment.

At all of our travel stores, customers can consult with our sales representatives, receive comprehensive, real-time flight, hotel and package information as well as information for other services and products, and make travel bookings, without prior appointment. Unlike agents in our travel agents' network described below, agents in our travel stores sell our products exclusively. All our travel stores are also equipped with our ERP application and linked to our CRM system. We believe that our travel stores are important for our overall growth as they represent a direct interface between our customers and us, in addition to giving us access to customers who still prefer to meet representatives to make their travel bookings.

The experience for a customer in all our travel stores, including those owned and operated by franchisees, is substantially similar because all our travel stores are operated according to the same guidelines, as required in our contractual arrangements with our franchisees. In addition to providing our franchisees with the use of our ERP application, links to our CRM system and a license to use our brand, we also make frequent on-site visits and provide other technical operational support to our franchisees. In exchange, we receive a fixed non-refundable fee and a share of revenues from all sales made by our franchisee-owned stores. The fee amounts and revenue-sharing rates are negotiable depending on the location of the store and other factors. In general, we encourage our franchisees to adapt their businesses to meet the demands and needs of their local market and customers.

### ***Travel Agents' Network***

As of March 31, 2018, we had a network of approximately 3,200 registered agents across over 300 cities and towns in MakeMyTrip and over 20,000 agents in redBus. Such travel agents can access our MakeMyTrip and redBus B2B websites which enable them to sell our full suite of online travel services to customers. Our B2B websites use a similar interface as our external customer-facing websites. We believe our network is attractive to travel agents as we provide access to products which such agents may not otherwise be able to access cost-effectively or at all. These travel agents earn commissions from us depending on the volume and type of travel services and products sold. Furthermore, our travel agents' network allows us to expand our footprint in India and distribution network in a cost-effective manner.

### ***Mobile***

Our MakeMyTrip, goibibo and redBus mobile platforms, including our mobile websites and mobile applications, allow customers to search, book and pay for Indian domestic and international air tickets, hotels and packages, rail and bus tickets and car bookings on their mobile phones at no additional cost. The tickets and bookings are delivered through email and text messages. In addition to being able to make different types of travel bookings on their smartphones and mobile devices, customers can view their booking details, cancel bookings, request e-tickets, track refund status, look for new deals and use location-based services to find nearby places of interest. Our mobile applications are available for Android, iOS, and Windows devices.

As of March 31, 2018, our MakeMyTrip mobile application had been downloaded approximately 56.2 million times on Android, approximately 7.1 million times on iOS and approximately 0.5 million times on Windows Mobile. As of March 31, 2018, our goibibo mobile application had been downloaded approximately 45.6 million times on Android and approximately 4.5 million times on iOS. As of March 31, 2018, our redBus mobile application had been downloaded approximately 15.5 million times on Android and 1.5 million times on iOS. According to App Annie, our MakeMyTrip, goibibo and redBus mobile applications had over 16.4 million, 9.9 million and 7.1 million active users per month respectively in fiscal 2018. Approximately 65.6% of our Indian online visitors reached us through our mobile platforms in fiscal year 2018. We have invested significantly in customer acquisition and inducement programs in order to increase mobile application downloads and accelerate growth in our India standalone hotel booking business. In our hotels and packages booking business, more than 77% of online transactions in fiscal year 2018 were completed through our mobile platforms.

## **Technology and Infrastructure**

### ***General***

We benefit from an advanced technology platform which we believe has a high level of reliability, security and scalability, and which has been designed to handle high transaction volumes across all our websites on shared infrastructure.

We operate our technology platform through external and internal data centers in India located in Mumbai, Chennai and Gurugram. Our Indian external data centers run together in "active-active" mode so that each serves approximately half of our website traffic at any given time. Our internal data center runs independently and serves all the data needs of our internal operations, such as e-mail.

In the event one of our Indian external data centers shuts down, our other Indian external data center will automatically take over for it. This capability helps us to ensure business continuity and minimize potential damage in the event of a disruption. Our www.makemytrip.com platform is able to handle up to 3.0 million website requests and 8.5 million page views per day and our www.goibibo.com platform is able to handle up to 4 million website requests and 9 million page views per day.

To further support business continuity, our Indian external data centers are able to replicate and synchronize data from each other on a continuous basis, which effectively allows them to back up each other's data. In addition, all data is backed up on a weekly basis on tapes. These tapes are kept at a safe and secure location outside the data centers.

Our technology infrastructure is monitored by an internal team and is assisted by an outsourced security monitoring and engineering support team that operate 24 hours a day, seven days a week. All our servers installed at our data centers and at our offices are also secured with firewalls.

We have the ability to scale our technology platform up and down to meet our needs without incurring substantial costs through the use of virtual machines, cloud platforms and infrastructure when required. Our technology stack is also modular and can be easily modified for multiple lines of business.

We believe we have core technology advantages in multiple areas, including:

- website logic that simplifies and improves our customers' ability to book a trip most suited to their requirements, including providing extensive low-price options and alternative routings, and assisting customers in finding their destinations easily by using colloquial names or major landmarks;
- availability on a variety of mobile platforms, including iOS and Android;
- scalable search and caching technologies that return comprehensive results and allow us to provide more flight and hotel options to our customers without sacrificing search response times or creating added stress on our suppliers' operating or cost infrastructure;
- capability to combine various flight plus hotel options, offering our customers the ability to see multiple combinations of airlines and hotels to assemble a package, resulting in trips that are frequently less expensive than individually booked components and more flexible for our customers;
- social engagement platform that allows our customers to connect to their virtual friends through our site, using various sharing options from external social networks; and
- capability to monitor the more than 10,000 unique system, application, network, security and business metrics that make up our technology platform, including the capability to generate advanced reports and alerts related to this data.

### ***Fully Integrated Technology Platform***

Our CRM systems in India use software by Oracle, Salesforce Cloud and FreshDesk, which integrate our sales, customer service and fulfillment operations. Our CRM systems are designed to analyze customer needs for better servicing. They generate reports identifying areas of opportunity or weakness and thereby help us in improving our service and product quality. Our web-enabled centralized booking system in India enables our customers and B2B partners to search and book travel services and products we sell and provide on a real-time basis. We also have "Verified by VISA," "MasterCard SecureCode," "Diners ProtectBuy," "RuPay PaySecure" and "American Express SafeKey" enabled payment gateways, which provides additional security for transactions via our Indian website using credit cards and debit cards issued by Indian institutions. We also offer payment options via netbanking and other instruments. Telephone services are powered by Genesys.

Our system also allows us to provide high quality customer service by promptly processing customer inquiries and requests and by monitoring the performance of our sales and customer service representatives and our outsourced call center sales force on a round-the-clock basis. Our system also enables us to monitor the number of waiting calls and limit aborted calls on our hotlines due to long waiting time.

Our ERP application uses Microsoft Dynamics in the case of MMT India. For ibibo India, both Oracle Financial Services Software and Microsoft Dynamics are used. Tally is used for our redBus business. These systems are integrated with our mid-office systems which enable our agents to create and amend bookings as well as to attend to customer inquiries raised in our CRM systems.



Our goibibo, redBus and certain portion of our MakeMyTrip platforms are hosted on Amazon Web Service (AWS) which provides us the flexibility to scale horizontally. AWS provides a high degree of reliability, security and scalability all at the same time. For business continuity, these systems are backed up and snapshots are taken at regular intervals, including several times throughout the day. We have the ability to scale any of our applications depending on the traffic. This helps us in maintaining adequate capacity. Our technology architecture is modeled on web service architecture, which enables us to move swiftly and make changes on any APIs. We also have a New Relic monitoring system that tracks crucial metrics of our goibibo and redBus applications. These provide information on system health, performance and security that is trackable in real time and can be data mined for troubleshooting.

We also use software from Omniture Web Analytics, SAS, Big Data Hive, Google Analytics Premium, AppsFlyer and Qlikview to assist us in analyzing our web-based business through various metrics, such as the rate of conversion of visitors to our websites to purchasing customers. We also use RedShift, a data warehousing system, to correlate data across multiple systems. Our Adobe Campaign Manager software enables us to conduct real-time, targeted event-based campaigns on WhatsApp and similar applications, email and SMS.

Our systems include automation for ticketing, monitoring of schedule changes and providing alerts to customers, as well as auto-cancellation of reservations made through GDS or airlines' central reservations systems. We are continually looking for opportunities to automate our processes in order to further increase our productivity and improve the scalability of our business.

Our redBus bus ticketing business also relies on an in-house built advanced and secure technology platform, which integrates our sales, customer service and fulfillment operations. Our core technology platform is scalable and can be scaled to handle increased traffic and complexity of products with limited additional investment.

### ***Security***

We are committed to protecting the security of our customers' information. We maintain an information security team that is responsible for implementing and maintaining controls to prevent unauthorized users to access our systems. These controls include the implementation of information security policies and procedures, security monitoring software, encryption policies, access policies, password policies, physical access limitations, and detection and monitoring of fraud from internal staff. We have acquired a fraud detection system which uses transaction patterns and other data sources which seek to prevent fraudulent transactions in real-time.

We rely on licensed encryption and authentication technology to effect secure transmission of confidential customer information, including credit card numbers, over the Internet. All sensitive data transmitted through our systems is encrypted using SSL 1024 bit encryption technology.

Our information security team also coordinates internal and external audits every six months. Our travel portals in India are compliant with the PCI-DSS (Payment Card Industry Data Security Standard) (a set of requirements for enhancing payment account security developed by the Payment Card Industry Security Standards Council, which include key credit card and financial services companies).

### **Marketing and Brand Awareness**

We believe our online and offline marketing strategies increase our brand awareness, drive potential customers to our websites and mobile applications and improve the rate at which potential customers visiting our websites and mobile applications become actual customers. Our marketing strategies have been in line with our objective of driving the shift from offline to online, especially in the hotels segment, and reaching the underpenetrated and fragmented Indian online hotels segment while strengthening our brands' dominant leadership position in the space.

Our marketing channels on desktop and mobile web primarily include online advertising, such as paid search engine marketing and optimization with Google, social media advertising (such as on Facebook, Twitter, LinkedIn and YouTube) and display advertising on other websites, participation in meta search engines (such as hotels product ads by Google, Ixigo, TripAdvisor and Trivago), offline advertising using print or broadcast media, such as television or radio, e-mails and short messages, and other marketing channels, such as through our call centers and travel stores. We also advertise on mobile applications including Google and Facebook. We have consistently invested in building our brand and expanding our reach to travelers in India as well as overseas, through mass media campaigns as well as through innovative digital marketing tools such as viral marketing and online display banners.

Our marketing programs and initiatives include broad-based campaigns, promotional or seasonal offers, as well as, brand campaigns to drive brand building with our customers. In March 2016, we redesigned our logo for the tradename “makemytrip” and launched an advertising campaign with leading Bollywood celebrities as our brand ambassadors. Our advertising campaigns promote the competitive pricing of our offerings (including no cancellation charges or no advanced payment requirements) and wide inventory of travel offerings. We have also begun to leverage our customers’ social networks to reach new and younger segments of the market, particularly for our goibibo brand. For example, GoContacts syncs our goibibo mobile application with a user’s address book and allows the user to earn travel currency by engaging with their social media network. In fiscal year 2018, goibibo co-sponsored one of the cricket teams in the Indian Premier League and MakeMyTrip was the associate broadcast sponsor of the Indian Premier League. We have also begun to leverage our customers’ social networks to reach new and younger segments of the market, particularly for our goibibo brand.

As part of our marketing efforts, we continue to scale up our existing strategic partnerships with several major banks and credit card providers in India including American Express, HDFC Bank and ICICI Bank, which helps us to access our strategic partners’ customer base. Our marketing efforts have also included strategic partnerships with tourism boards in Singapore, Hong Kong and Dubai, to help them better market and promote these destinations to Indian travelers.

In fiscal year 2018, MMT India launched a loyalty program “MMT Black” for select customers on an invite only basis to promote repeat bookings and enhancing stickiness to the platform. MMT Black members earn rewards based on their spending on our apps and websites. These rewards can be used to get discounts on bookings on our website and mobile platforms and can also be exchanged for coupons and rewards from partner brands.

MMT India also introduced “MakeMyTrip Double Black” which is a paid subscription based loyalty program which offers features such as zero cancellation charges on select bookings. The program aims to encourage early bookings to induce savings, without having to worry about cancellations later.

## **Customer Service**

Our customer focused approach is centered on ensuring a favorable user experience on our websites and mobile platforms as well as excellent customer service. Our intention is to provide customer support prior to, during and after travel. Our websites and mobile platforms are designed to provide a user-friendly experience and integrate valuable travel information, such as flight status information, user-generated travel reviews and destination guides, to help customers research and make travel decisions. We also monitor feedback from our customers using our CRM system and review and upgrade the features of our websites from time to time.

The key channels through which we implement our customer support and communicate with our customers are as follows:

*Web-based Support.* We offer two web-based customer support services. Our self-service web-support available through free online accounts on our websites allow customers to check the status of their domestic and international flight, train, bus or hotel bookings, cancel bookings and track the progress of their refund, among other things. Customers who require assistance or have inquiries about certain products also have an option to contact our sales representatives via our websites and we have dedicated personnel available 24 hours a day, seven days a week, who provide assistance to our customers on a real-time basis. In 2018, we also launched an artificial intelligence based chat bot for MakeMyTrip and goibibo customer service that is extendable to external platforms such as “WhatsApp” and Facebook messenger. This technology is capable of handling bookings, post-sales, holiday sales, hotel-to-customer interactions and group conversations to create plans.

Our platforms provide real time personalization which takes in account user's context, behavior, device, location, time, past searches and journeys to show users the right set of flight and hotel recommendations based on their past behavior and also behavior of other similar users.

*Call Centers.* We provide our customers with comprehensive and real-time assistance through our call centers which are available 24 hours a day, seven days a week. Currently, we outsource a portion of our customer service call center operations to iEnergizer IT Services, Radical Minds Technologies, etc. in India, whose employees have been trained by our respective outsourcing service providers and us. We had approximately 3,100 outsourced call center representatives as of March 31, 2018.

We also have a dedicated in-house escalation service which operates 24 hours a day, seven days a week, and is responsible for addressing issues or complaints raised by our customers, as well as in-house call centers in India, Singapore and Malaysia which mainly handle customer service support for all our bus-related services. We are able to log on to customer calls enabling us to perform random checks on our call centers on a real-time basis. Our system also enables us to monitor the number of waiting calls, the number of active call center agents, and the real-time activity status of agents. We have an in-house quality team which monitors the quality of interaction across lines of business, including through analysis of the tone and voice of our customers, in order to ensure high quality service is consistently offered to our customers. All of our representatives participate in a formal training program before commencing work and have in-depth knowledge of their relevant local market. Our representatives also attend periodic training programs to familiarize themselves with our new services and products.

*Travel Stores.* Customers may also visit our MakeMyTrip brand travel stores and airport counters in over 40 cities in India and obtain assistance from our sales and customer service representatives.

*Mobile Service.* In addition to being able to make different types of travel bookings on their smartphones and mobile devices, customers can view their booking details, cancel bookings, request e-tickets, track refund status, check flight status, look for new deals and use location-based services to find nearby places of interest. These services are available through all our mobile applications and our mobile sites.

*E-mail.* Customers may also e-mail any inquiries or complaints, which we endeavor to address expeditiously.

Through our CRM system, we are able to maintain a customer database containing information on the transaction history and preferences of each customer who has booked a travel product through us. We document all sales and customers service processes at our company using business process management system methodology, such that the entire value chain, starting from the customer's requirement until the delivery of the relevant service or product, or refund, if applicable, is documented. We also monitor our customer transactions and have a dedicated in-house escalation service operating 24 hours a day, seven days a week, which is responsible for answering any complaints or issues raised by our customers.

We have a fulfillment process that we mainly outsource, which minimizes any travel disruption for our customers, with a team of personnel responsible for ensuring that customers' hotel bookings are checked and reconfirmed prior to the date of travel.

## **Supplier Relationships**

We believe we have cultivated and maintain good relationships with our travel suppliers. We have a dedicated team to maintain and enhance our existing relationships, and develop new relationships, with travel suppliers. Our supplier relationship teams negotiate agreements or arrangements with suppliers for access to travel inventory for our services and products, and also monitor supplier-sponsored promotions. They also focus on relationship management with our suppliers. One of the key services we provide to our suppliers is the provision of customer feedback and preferences which we obtain primarily through our CRM system, user-generated content on our websites and mobile platforms as well as through our call centers.

Our top five (in alphabetical order) airline suppliers for travel in India and overseas (based on Revenue less Service Cost earned by us) and our top five (in alphabetical order) hotel suppliers (based on gross bookings) for fiscal year 2018 were:

<b>Airlines (Travel within India)</b>	<b>Airlines (International Travel)</b>	<b>Hotels (within India)</b>
Air India	Air India	Carlson Group of Hotels
Air Vistara	Emirates	Fab Hotels
Go Air	Jet Airways	Lemon Tree Hotels
Jet Airways	Malindo	Sarovar Hotels And Resorts
SpiceJet	Sri Lankan	Taj Hotels, Resorts & Palaces

### **Airlines**

We have access to real-time inventory of all major airlines operating in, from and to India either through a GDS (we use both Amadeus CRS and Galileo GDS) or through “direct connects” to our airline suppliers’ booking systems.

Most of these airlines offer us fares that match those offered by the airlines on their own websites as well as on other online travel websites. The fares paid by our customers include our service fee in addition to the fares charged by the airlines. We currently have commission arrangements with all India-based airlines, as well as major international airlines that service India, where part of our commission is linked to the number of sales facilitated by us or the revenue realized by these airlines on sales completed through us. Similarly, we earn fees from our GDS service providers on a per-segment basis for sales completed by us through the GDS that are linked to the volumes of sales completed by us.

### **Hotels**

As of March 31, 2018, we provided our customers with access to over 53,000 domestic accommodations in India and more than 500,000 hotels and properties outside India. Our hotel supply team is responsible for negotiating agreements or arrangements with independent hotels, hotel chains and hotel management companies and securing competitive rates, promotions and access to inventory for listing on our websites as well as packaging of holidays. We select our hotel partners by their reputation and quality and monitor customer feedback on our websites as well as other channels in order to ensure that hotels listed on our websites maintain acceptable standards.

In our hotels and packages business, our revenue represents the total amount paid by our customers for these travel services and products and the cost of procuring the relevant services and products are classified as service cost. We also earn commissions from other hotel suppliers, depending on the volume of reservations made through us.

We obtain access to room inventory from our hotel suppliers through three methods: “direct connects,” “direct allocation” and, for most hotels outside India, through contracts with online travel agents and aggregators outside India. Substantially all of our hotel suppliers in India have a “direct allocation” arrangement with us whereby they allocate rooms directly to us either by managing their room inventory on an extranet provided by us, or through channel managers, or supported by us via telephone. We do not assume any inventory risk for such “direct allocation” as unsold inventory is released to the hotels within an agreed period of time. The remaining hotels in India are connected through direct connects. “Direct connect” is the method by which our booking systems are integrated with the central reservations systems of the hotels and reservations made are confirmed on a real-time basis, although this applies to a small proportion of our total hotels. Through our ongoing efforts to increase the automation of and otherwise improve our extranet, our hotel suppliers are now able to perform more of the necessary functions for executing transactions through our system without our direct involvement. We obtain inventory for most hotels outside India through contracts with other online travel agents and aggregators outside India. In some instances, in order to enjoy special negotiated rates for these hotels, we pre-purchase hotel room nights and assume inventory risk on them.

## **Buses**

As of March 31, 2018, we provided our customers with access to over 12,000 privately owned buses, approximately 28,500 government owned Road Transport Corporation buses in India, approximately 5,000 buses across Peru and Colombia and 6,700 buses across Singapore, Malaysia and Indonesia. We aim to provide a wide range of bus ticket inventory on our platform and enable bus operators to list their inventory online through our inventory hosting software called redBus Plus or to integrate their existing inventory software to our platform. redBus Plus allows bus operators to update service information, creating campaigns, responding to customer feedback and analyze customer demand. redBus also provides bus ticketing API to multiple e-commerce websites across the spectrum and thus enables the widest possible distribution reach for bus operators.

## **Competition**

The market for travel services and products is highly competitive. We primarily compete with established and emerging providers of travel services and products, including other online travel agencies such as Yatra.com, Booking.com, Cleartrip.com, Expedia.com, traditional travel agencies, tour operators, travel suppliers and intermediaries that provide travel services. Large, established internet search engines have also launched applications offering travel itineraries in destinations around the world, and meta-search companies who can aggregate travel search results also compete with us for customers. The Indian market is highly competitive, and current and new competitors may be able to launch new services at a lower cost. In the hotels and packages segment, we primarily compete with traditional travel players such as Cox & Kings, Thomas Cook and others in packages offerings, as well as OTAs in the case of standalone hotel bookings and new entrants. Such competitors may have greater financial resources than us, may seek to increase market share by offering heavy discounting and promotional schemes and may be able to negotiate better rates with suppliers.

Certain of our travel suppliers have also been steadily focusing on increasing online demand on their own websites and decreasing or eliminating their dependence on third-party distributors like us. For instance, many low-cost airlines may, subject to applicable regulations, reduce or eliminate commissions to agents such as us or restrict the amount of service fees we are able to charge customers. Suppliers who sell on their own websites typically do not charge a processing fee, and, in some instances, offer advantages such as their own bonus miles or loyalty points, which could make their offerings more attractive to customers than offerings like ours. See “Item 3. Key Information — D. Risk Factors — Risks Related to Us and Our Industry — The Travel Industry in India and Worldwide is Intensely Competitive, and We May Not Be Able to Effectively Compete in the Future.”

## **Intellectual Property**

Our intellectual property rights include trademarks and domain names associated with the names “MakeMyTrip,” “goibibo” and “redBus,” and other rights arising from confidentiality agreements relating to our website content and technology. We regard our intellectual property as a factor contributing to our success. We rely on trademark law, trade secret protection, non-competition and confidentiality agreements with our employees and some of our partners and vendors, to protect our intellectual property rights. We require our employees to enter into agreements to keep confidential all information relating to our customers, methods, business and trade secrets during and after their employment with us. Our employees are required to acknowledge and recognize that all inventions, trade secrets, works of authorship, developments and other processes made by them during their employment are our property.

We have registered the domain names www.makemytrip.com (which includes the sub-domain “us.makemytrip.com” for our US website), www.makemytrip.ae, www.makemytrip.com.sg, www.goibibo.com, www.redbus.in, www.luxury.com.sg and www.indiaahoy.com and have full legal rights over these domain names for the period for which such domain names are registered. We primarily conduct our business under the “MakeMyTrip,” “goibibo” and “redBus” brand names and logos. We have registered the trademark “MakeMyTrip” in India, Mauritius, Bhutan, Nepal, Singapore, Taiwan, Indonesia, European Union, Canada, Australia, Malaysia, Saudi Arabia, Qatar, United Arab Emirates and Bahrain, Japan and Oman. Our applications for registration are pending in Sri Lanka and Kuwait. We have registered the service mark for “ITC” in Thailand and have applied for registration of the trademark “ITC” in Thailand. We have also obtained an assignment over the trademark “Luxury Tours & Travel.” We have also applied for patents in India for certain aspects of our technological systems. The word mark “MakeMyTrip” and trademark “MakeMyTrip.com-India in every trip” are registered in the United States. We have applied for registration of our new “MY” MakeMyTrip logo and our MakeMyTrip mark with our new logo in India. We have also registered the following logos and word marks in India: “IBIBO,” “GOIBIBO,” “redBus.in,” “Ryde,” “Ryde by Ibibo,” “Ibibo Ryde” and “goCash.” The

wordmark “REDBUS” and the logo are already registered in India, Chile, Colombia, Malaysia, Mexico, Peru, Philippines, Russia, Singapore and Turkey. We also have registered copyrights of our logos and brand names “MakeMyTrip,” “goibibo” and “redBus” in India and copyright registration of certain specific representations of the logo “my.”

The logos “India Ahoy” and the word mark “Travel Talkies,” logo and word mark “tripalong,” “MakeMyTrip — Memories Unlimited,” “MakeMyTrip-Dil Toh Roaming Hai,” “Dil Toh Roaming Hai” and “Uncancel” are also registered trademarks in India. We have applied for trademark registration of the logos and word marks “MakeMyTrip — Hotels Unlimited,” “routeplanner,” the logo “my” and the word mark “MMT,” in India and such applications are currently pending. We have filed responses to objections raised by the Trademark Registry to certain of these applications. New applications for trademark registrations were also filed for “MatchMaker,” “MMT Black,” “MMT Double Black” and “My Business.” Out of the aforesaid trademark applications filed, applications for the wordmark “MatchMaker,” “MatchMaker” (device) have been registered. The applications filed for “MMT Black” Wordmark are registered in three classes, but have been objected to in two classes. The logo is registered in all classes. Applications filed for the “MMT Double Black” wordmark have been registered in three classes. The applications filed for “My Business” have been objected to, and a reply to the objection has been filed. We have also applied for patents in India for certain aspects of our technological systems.

## Employees

As of March 31, 2018, we had 3,051 employees. The following tables show a breakdown of our employees as of the end of our past three fiscal years by category of activity and geographic location.

Division/Function	Number of Employees as of March 31,		
	2016	2017	2018
Management	13	19	17
Product development	55	191	179
Sales and marketing	708	1,333	1,280
Technology development and technology support	416	950	787
Others (including operations, business development, administration, finance and accounting, legal and human resources)	748	933	788
<b>Total</b>	<b>1,940</b>	<b>3,426</b>	<b>3,051</b>

Location	Number of Employees as of March 31,		
	2016	2017	2018
India	1,621	3,164	2,763
United States	3	3	3
Singapore	62	48	64
Malaysia	17	24	21
Thailand	228	122	123
United Arab Emirates	8	8	5
China	1	1	1
Colombia	—	6	8
Peru	—	50	63
<b>Total</b>	<b>1,940</b>	<b>3,426</b>	<b>3,051</b>

None of our employees are represented by a labor union. We believe that our relations with our employees are good. We contract with third parties for the provision of temporary employees from time to time based on the needs of our businesses for various functions, including administration, technology-related projects and staffing at our travel stores and airport counters. As of March 31, 2018, we employed 531 temporary and contract employees.

## Insurance

We maintain and annually renew insurance for losses (but not business interruption) arising from fire, burglary as well as terrorist activities for our corporate office at Gurugram, India, as well as for our various company-owned travel stores in 14 cities in India and for our airport counters in Mumbai, Delhi, Chennai and Hyderabad. In connection with our initial public offering in August 2010, we purchased a liability policy that also covers our directors and officers with a policy limit of \$50 million. We extended this policy in connection with our follow-on public offerings in June 2011 and March 2014. In addition, we have a liability policy of \$30 million to insure our directors and officers from various liabilities arising out of the general performance of their duties. We have purchased public liability insurance, fidelity insurance and work injury compensation insurance for our group entities. With effect from January 31, 2017, the coverage under such policies was expanded to include all the ibibo Group entities.

## Regulations

We are subject to various laws and regulations in India arising from our operations in India, including travel agent requirements and the operation of our MakeMyTrip and goibibo call centers, airport counters and company-owned travel stores.

MMT India requires licenses from state tourism departments to act as a travel agent/tour operator in certain states in India. MMT India has received such licenses from the Ministry of Tourism, Government of India for its registered office in the National Capital Territory of Delhi. In addition, Luxury Tours holds a travel agent's license from the Singapore Tourism Board, Luxury Tours (Malaysia) holds an inbound license from the Ministry of Tourism, Malaysia and ITC Bangkok Co. Ltd. holds an inbound license from the Tourism Authority of Thailand.

MMT India holds a license from the Reserve Bank of India to act as a Full Fledged Money Changer (single branch), which requires that MMT India maintain minimum net owned funds of Rs. 2.5 million (approximately \$0.04 million).

Under the Indian Information Technology Act, 2000, as amended, we are subject to civil liability to compensate for wrongful loss or gain to any person arising from negligence in implementing and maintaining reasonable security practices and procedures with respect to sensitive personal data or information that we possess, deal with or handle in our computer systems, networks, databases and software. India has also implemented privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which impose limitations and restrictions on the collection, use and disclosure of personal information.

We obtained necessary licenses to operate our domestic and international call centers as "Other Service Providers" for various locations such as Delhi, Bangalore, Mumbai, Pune, Kolkata, Chennai, Ahmedabad, Lucknow and Indore from the Department of Telecommunications, Ministry of Communications and Information Technology, Government of India. We have also obtained telemarketing center approvals for Delhi and Gurugram. We obtain and maintain registrations for our shops and establishments in each state where our company-owned travel stores are located. These licenses are renewed on regular basis whenever required.

Our operations in India currently do not benefit from tax holidays under any applicable laws or regulations.

The consolidated foreign direct investment policy, or the FDI Policy, issued by the Department of Industrial Policy & Promotion, Ministry of Commerce & Industry, Government of India and the Foreign Exchange Management Act, 1999, as amended, and the regulations framed thereunder, or the FEMA, have certain requirements with respect to downstream investments by Indian companies that are owned or controlled by foreign entities and with respect to the transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entities to foreigners, as well as such transactions between foreigners. These requirements currently include restrictions on pricing, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice to or approval of the Government of India. India's Foreign Exchange Management Act, 1999, as amended, and the rules and regulations promulgated thereunder, restrict us from lending to or borrowing from our Indian subsidiaries. Further the Government of India has recently made and may continue to make revisions to the FDI policy on e-commerce in India, including in relation to business model and permitted services. Such changes may require us to make changes to our business in order to comply with Indian law.

The Companies Act contains significant changes to Indian company law, including in relation to the issue of capital by companies, related party transactions, corporate governance, audit matters, shareholder class actions and restrictions on the number of layers of subsidiaries and corporate social responsibility spending. While most of the provisions of the Companies Act are currently effective, certain provisions of the Companies Act, 1956 remain in effect. See “Item 3. Key Information — D. Risk Factors — Risks Related to Us and Our Industry — Changing Laws, Rules and Regulations and Legal Uncertainties in India, Including Adverse Application of Corporate and Tax Laws, May Adversely Affect Our Business and Financial Performance.”

C. Organizational Structure

The following diagram illustrates our corporate structure and the place of formation and ownership interest of each of our key operating subsidiaries, as of the date of this Annual Report.



Notes:

- (1) The operating subsidiaries of Ibibo Group Holdings (Singapore) Pte. Ltd. include ibibo India, Ibibo Group Pte. Limited, Singapore and other insignificant subsidiaries. ibibo India is the ibibo Group’s key Indian operating subsidiary.
- (2) The ITC Group consists of ITC Bangkok Co., Ltd. (Thailand) and other insignificant subsidiaries.

D. Property, Plant and Equipment

Our primary facility is our principal executive office located in Gurugram, India, which serves as the principal place of business for our MMT India and ibibo Group operations. Our principal executive offices cover approximately 143,000 square feet and is under lease from fiscal year 2017 to fiscal year 2029. Further, we have leased two facilities covering approximately 78,000 square feet and 7,000 square feet in Bangalore and Mumbai, respectively. We have also leased various facilities across other major cities in India.

As of March 31, 2018, we had 14 company-owned travel stores in 14 cities, including one in our office in Gurugram, over 30 franchisee-owned travel stores which primarily sell packages in approximately 28 cities, and counters in four major airports in India under our MakeMyTrip brand. Outside of India, we lease offices in New York, Singapore, Kuala Lumpur, Phuket, Bangkok, and Dubai.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.



## ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

*The following discussion of our business, financial condition and results of operations should be read in conjunction with “Item 3. Key Information — A. Selected Consolidated Financial Data” and our consolidated financial statements and the related notes included elsewhere in this Annual Report. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in “Item 3. Key Information — D. Risk Factors” and elsewhere in this Annual Report. Actual results could differ materially from those contained in any forward-looking statements. Our financial and operating results for fiscal year 2017 include the financial and operating results of the ibibo Group for the two months ended March 31, 2017 following the completion of our acquisition of the ibibo Group on January 31, 2017 and for the full year in fiscal year 2018.*

*In this Annual Report, references to “customers” are to our end customers or travelers and references to “suppliers” are to our travel suppliers. We consider both travelers and travel suppliers to be our customers.*

### Overview

We are a leading online travel company in India. Through our primary websites, [www.makemytrip.com](http://www.makemytrip.com), [www.goibibo.com](http://www.goibibo.com) and [www.redbus.in](http://www.redbus.in), and mobile platforms, travelers can research, plan and book a wide range of travel services and products in India as well as overseas. Our services and products include air ticketing, hotels and packages, rail tickets, bus tickets, car hire and ancillary travel requirements such as facilitating access to third-party travel insurance and visa processing. In order to meet the requirements of the growing Indian middle class travel market where Internet penetration is low, we also utilize other technology-enhanced distribution channels, including call centers, our travel stores in India, as well as our travel agents’ network in India. Our customers are able to make bookings on our MakeMyTrip, goibibo and redBus mobile sites and on major mobile platforms through our mobile applications, including Indian domestic and international flights, hotels and holiday packages and Indian bus offerings through our iOS and Android applications. Smartphones and mobile devices have and will continue to be an integral part of how our customers shop for and purchase our products in the coming years.

We generate revenue through two main lines of business, air ticketing and hotels and packages. Our sales of air tickets and hotel rooms are primarily made through our websites and our mobile applications. Our customers can book standard flight plus hotel packages on our websites, but sales of packages within or outside India are often concluded through our call centers, travel stores and travel agents’ network. We also generate revenue through the online sale of rail and bus tickets and by facilitating access to travel insurance, as well as advertising revenue from third-party advertisements on our websites.

In our air ticketing business, our three main sources of revenue are (1) commissions and incentive payments from airline suppliers for tickets booked by customers through our distribution channels, (2) service fees we charge our customers and (3) fees from our GDS service providers. Revenue from our air ticketing business generally represents the commissions, incentive payments and fees we earn as an agent on a “net” basis.

In our hotels and packages business, revenue (including revenue on air tickets sold as part of packages) is generally accounted for on a “gross” basis, representing the total amount paid by our customers for these travel services and products. The cost of procuring the relevant services and products for sale to our customers in this business is classified as service cost. Our hotels and packages revenue also includes commissions we earn for the sale of hotel rooms (without packages), and commissions we earn as an agent from other online travel agents and aggregators from whom we procure hotel rooms for our customers for most hotels outside India, which are accounted for on a “net” basis. We earn commissions in a similar manner for certain non-hotel products related to our packages. Our hotels and packages business tends to yield higher margins than our air ticketing business, which we believe reflects the greater value that our travel services add and the more complex nature of our hotels and packages services as compared to our air ticketing business. We are focused on expanding our hotels and packages business and shifting our revenue mix accordingly.

As certain parts of our revenue are recognized on a “net” basis and other parts of our revenue are recognized on a “gross” basis, we evaluate our financial performance based on Revenue less Service Cost, which is a non-IFRS measure, as we believe that Revenue less Service Cost reflects more relevant information about the value addition of the travel services that we provide to our customers. The presentation of this non-IFRS information is not meant to be considered in isolation or as a substitute for our consolidated financial results prepared in accordance with IFRS as issued by the IASB. Our Revenue less Service Cost may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

The following table reconciles our revenue (an IFRS measure) to Revenue less Service Cost (a non-IFRS measure):

	Air Ticketing			Hotels and Packages			Other Revenue			Total		
	Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,		
	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018
(in thousands except percentages)												
Revenue as per IFRS	\$ 78,172	\$ 118,514	\$ 167,391	\$ 251,713	\$ 314,254	\$ 439,963	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 675,256
Add:												
Promotion expenses recorded as a reduction of revenue	—	—	34,673	—	—	43,068	—	—	—	—	—	77,741
	\$ 78,172	\$ 118,514	\$ 202,064	\$ 251,713	\$ 314,254	\$ 483,031	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 752,997
Less: Service Cost	1,770	—	—	165,264	173,919	169,347	—	—	6,530	167,034	173,919	175,877
<b>Revenue less Service Cost</b>	<b>\$ 76,402</b>	<b>\$ 118,514</b>	<b>\$ 202,064</b>	<b>\$ 86,449</b>	<b>\$ 140,335</b>	<b>\$ 313,684</b>	<b>\$ 6,169</b>	<b>\$ 14,848</b>	<b>\$ 61,372</b>	<b>\$ 169,020</b>	<b>\$ 273,697</b>	<b>\$ 577,120</b>
<b>% of total Revenue less Service Cost</b>	<b>45.2%</b>	<b>43.3%</b>	<b>35.0%</b>	<b>51.1%</b>	<b>51.3%</b>	<b>54.4%</b>	<b>3.7%</b>	<b>5.4%</b>	<b>10.6%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

## Key Operating Metrics

Our operating results are affected by certain key metrics that represent overall transaction activity and subsequent financial performance generated by our travel services and products. Three of the most important metrics, which are critical in determining the ongoing growth of our business, are Revenue less Service Cost, gross bookings and Net Revenue Margins.

Revenue from our air ticketing business is generally accounted for on a “net” basis (representing the commissions, incentive payments and fees we earn) and recognized at the time of issuance of air tickets. We account for our air ticketing revenue in this manner as we typically act as an agent and do not assume any performance obligation after the confirmation of the issuance of tickets. However, on a few occasions, we pre-purchase air ticket inventory in order to enjoy special negotiated rates and revenue from the sale of such tickets is accounted for on a “gross” basis (representing the price of the tickets paid by our customers) as we assume inventory risk on such pre-purchased tickets. The cost of such air tickets is classified as service cost.

Revenue from our hotels and packages business (including air tickets sold as part of packages) is generally accounted for on a “gross” basis, representing the total amount paid by our customers for these travel services and products, as we are the primary obligor and have responsibility for the delivery of services. The cost of procuring the relevant services and products for sale to our customers in this business is classified as service cost. However, our hotels and packages revenue also includes commissions we earn for the sale of hotel rooms (without packages), and commissions we earn as an agent from other online travel agents and aggregators from whom we procure hotel rooms for our customers for most hotels outside India, which are accounted for on a “net” basis. We earn commissions in a similar manner for certain non-hotel products related to our packages. Our hotels and packages revenue is recognized on the check-in date for hotel reservations and the date of departure for packages.

As certain parts of our revenue are recognized on a “net” basis and other parts of our revenue are recognized on a “gross” basis, we evaluate our financial performance based on Revenue less Service Cost, as we believe this reflects more relevant information about the value addition of the travel services that we provide to our customers.

Gross bookings represent the total amount paid by our customers for the travel services and products booked through us, including taxes, fees and other charges, and are net of cancellations, discounts and refunds.

Net Revenue Margins is defined as Revenue less Service Cost as a percentage of gross bookings and represent the commissions, fees, incentive payments and other amounts earned in our business. We follow Net Revenue Margins trends closely across our various lines of business to gain insight into the profitability of our various businesses.

The following table sets forth the number of transactions, gross bookings and Net Revenue Margins for our air ticketing business, and hotels and packages business during last three fiscal years.

	Fiscal Year Ended March 31,		
	2016	2017	2018
	(in thousands, except percentages)		
<b>Number of transactions:</b>			
Air ticketing	6,961	9,380	15,185
Hotels and packages	3,137	6,874	13,196
<b>Gross bookings:</b>			
Air ticketing	\$ 1,275,748	\$ 1,545,152	\$ 2,704,522
Hotels and packages	565,765	745,136	1,389,623
	<u>\$ 1,841,513</u>	<u>\$ 2,290,288</u>	<u>\$ 4,094,145</u>
 Air ticketing - Flights Segments	<u>(1)</u>	20,560	33,339
Hotels and packages - Room nights	<u>(1)</u>	10,535	21,911
<b>Net Revenue Margins:</b>			
Air ticketing	6.0%	7.7%	7.5%
Hotels and packages	15.3%	18.8%	22.6%
Combined Net Revenue Margins for air ticketing and hotels and packages	8.8%	11.3%	12.6%

**Note:**

- (1) In fiscal year 2018, we began tracking flight segments and room nights as measures of our business performance in our air ticketing and hotels and packages segments, respectively. Accordingly, fiscal year 2017 information has been presented for comparative purposes.

**Factors Affecting Our Results of Operations**

*Changes in Our Business Mix and Net Revenue Margins.* Changes in the Indian air travel industry have affected, and will continue to affect, the revenue per transaction for travel agents, including our company. In particular, volatility in global economic conditions and jet fuel prices in recent years, as well as increased liquidity constraints, have caused our airline partners to pursue cost reductions in their operations, including reducing distribution costs. Measures taken by airlines to reduce such costs have included reductions in travel agent commissions. Many international airlines which fly to India have also either significantly reduced or eliminated commissions to travel agents. Unlike full-service airlines, low-cost airlines do not generally utilize GDSs for their ticket inventory. As a result, travel agents selling air tickets for low-cost airlines generally do not earn fees from GDSs.

Adverse changes to the overall business and financial climate for the airline industry in India due to various factors including, but not limited to, rising fuel costs, high taxes, significant depreciation of the Indian Rupee as compared to the US dollar making travel for Indian consumers outside India more expensive, and increased liquidity constraints, resulted in airlines in India reducing the base commissions paid to travel agencies. Over the last few years, the domestic airlines in India continued to reduce the base commissions paid to travel agencies and we spent significantly on marketing and sales promotion expenses to promote transactions on our mobile platforms in India and to promote our international hotels. These factors have caused us to record net losses in the past and in the current year. Any consolidation in the airline industry involving our suppliers may also adversely affect our existing relationships and arrangements with such suppliers. In addition, many large hotel chains and OTAs have launched initiatives, such as increased discounting and incentives, to encourage consumers to book accommodations through their websites. Discounting and couponing coupled with a high degree of consumer shopping behavior is particularly common in Asian markets, while brand loyalty in

such markets is less important. In some cases, our competitors are willing to make little or no profit on a transaction, or offer travel services at a loss, in order to gain market share. During fiscal years 2016, 2017 and 2018, we made significant investments in our ongoing customer acquisition programs, such as cash incentives and select loyalty program incentive promotions, to accelerate growth in our standalone hotel booking business in response to increased competition in the domestic travel market in India. This was the primary factor that resulted in our net loss of \$(88.5) million, \$(110.3) million and \$(220.2) million, in fiscal year 2016, 2017 and 2018, respectively.

The hotels and packages business tends to yield higher margins than the air ticketing business, reflecting the greater value added in respect of the travel services that we provide in the hotels and packages segment as well as the diversity and more complex nature of hotels and packages services as compared with air tickets. We are focused on expanding our hotels and packages business and, accordingly, changing our revenue mix towards our hotels and packages segment.

In fiscal year 2018, our air ticketing Net Revenue Margins increased to 7.5% from 7.1% in fiscal year 2017 after excluding one-time incremental revenue of \$9.2 million recognized in the fiscal year 2017. This one-time incremental revenue in fiscal year 2017, was based on quarterly evaluation of trends of refund rights exercised by our customers, along with a change in the estimate for provisions for cancelled tickets pursuant to confirmation from a supplier. Excluding the incremental revenue as explained above, our air ticketing Net Revenue Margins decreased to 7.5% in fiscal year 2018 from 7.7% in fiscal year 2017. Air ticketing transactions and gross bookings growth in fiscal year 2018 were largely driven by the expansion of the travel market in India due to increased domestic travel and the opening of new airports under the Government of India's initiative program "UDAN" which is focused on broadening the air travel sector, bringing new entrants into the air travel market and expanding the Indian economy. In fiscal year 2017, our air ticketing Net Revenue Margins excluding one-time incremental revenue of \$9.2 million recognized in the fiscal year 2017 based on quarterly evaluation of trends of refund rights exercised by our customers along with a change in the estimate for provisions for cancelled tickets pursuant to confirmation from a supplier increased to 7.1% from 6.0% in fiscal year 2016. The improvement in Net Revenue Margins in fiscal year 2017 was primarily the result of better negotiated rates with and incentive deals we received from our air ticketing suppliers.

In fiscal year 2018, our Net Revenue Margins in the hotels and packages business increased to 22.6% from 18.8% in fiscal year 2017. The increase in Net Revenue Margins in fiscal year 2018 was mainly driven by an increase in standalone hotels bookings as a percentage of overall transactions in our hotels and packages business in fiscal year 2018. In fiscal year 2017, our Net Revenue Margins in the hotels and packages business increased to 18.8% from 15.3% in fiscal year 2016. The increase in Net Revenue Margins in fiscal year 2017 was mainly driven by an increase in standalone hotels bookings as a percentage of overall transactions in our hotels and packages business in fiscal year 2017.

Our hotels and packages transactions have increased over the last three fiscal years, increasing from 3.1 million transactions in fiscal year 2016 to 13.2 million transactions in fiscal year 2018, including transactions of the ibibo Group acquired in January 2017. Gross bookings for hotels and packages increased from \$565.8 million in fiscal year 2016 to \$1,389.5 million in fiscal year 2018. Revenue less Service Cost from our hotels and packages business accounted for 51.1%, 51.3% and 54.4% of our total Revenue less Service Cost in fiscal years 2016, 2017 and 2018, respectively. The increase of Revenue less Service Cost in fiscal year 2018 as compared to fiscal year 2017 was due to an increase in gross bookings by 86.5%, a 92.0% increase in the number of transactions and an expansion of Net Revenue Margins from 18.8% in fiscal year 2017 to 22.6% in fiscal year 2018, which also includes the full year impact of the ibibo Group acquisition.

*Acquisition of the ibibo Group.* In January 2017, we undertook a strategic combination with the ibibo Group by way of an acquisition of 100% equity interest in the ibibo Group, which provides online travel services in India. The ibibo Group was founded in 2007 and provides online travel services in India through its consumer travel brands. Our financial and operating results for fiscal year 2017 include the financial and operating results of the ibibo Group for the two months ended March 31, 2017 following the completion of our acquisition of the ibibo Group on January 31, 2017.

*Seasonality in the Travel Industry.* We experience seasonal fluctuations in the demand for travel services and products offered by us. We tend to experience higher revenues from our hotels and packages business in the second and fourth calendar quarters of each year, which coincide with the summer holiday travel season and the year-end holiday travel season for our customers in India and other markets.

*Marketing and Sales Promotion Expenses.* Competition in the Indian online travel industry has intensified and the industry is expected to remain highly competitive for the foreseeable future. Increased competition may cause us to increase our marketing and sales promotion expenses in the future in order to compete effectively with new entrants and existing players in the market. We also incur marketing and sales promotion expenses associated with customer inducement and acquisition programs, including cash incentives and select loyalty program incentive promotions, which we offer from time to time on various booking platforms. We may also increase our marketing and sales promotion expenses as a result of our expansion into new markets and such expenses may not be offset by increased revenue particularly at the initial commencement of business in these new markets.

*Trends and Changes in the Indian Economy and Travel Industry.* Our financial results have been, and are expected to continue to be, affected by trends and changes in the Indian economy and travel industry, particularly the Indian online travel industry. These trends and changes include:

- growth in the Indian economy and the middle class population in India, as well as increased tourism expenditure in India;
- increased Internet penetration (particularly mobile based penetration) in India;
- increased adoption of the Internet for commerce in India;
- competition from new and existing market entrants, particularly in the Indian online travel industry;
- capacity and liquidity constraints in the airline industry in India;
- the willingness of travelers to use online travel services instead of traditional offline hotel booking services; and
- increased use of smartphones and mobile devices in India.

*US Dollar-Indian Rupee Exchange Rate.* The reporting currency of our financial statements is the US dollar. However, the functional currency of our key operating subsidiaries in India, MMT India and ibibo India, is the Indian Rupee. We generate a substantial portion of our revenue in Indian Rupees and substantially all of our costs are borne in Indian Rupees. A majority of our assets and liabilities are also denominated in Indian Rupees.

The financial statements of all our subsidiaries are translated to our reporting currency using relevant exchange rates in accordance with IFRS. In particular, the assets and liabilities of our foreign operations are translated to US dollars at exchange rates as of the relevant reporting date, and the income and expenses of our foreign operations are translated to US dollars at the average of the exchange rates applicable during the relevant reporting period. Foreign exchange gains and losses resulting from the settlement of transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in the profit or loss of the period in which they arise. For the purposes of consolidation, all income and expenses are translated at the average rate of exchange during the period covered by the applicable statement of income and assets and liabilities are translated at the exchange rate prevailing on the balance sheet date. When the US dollar strengthens against the Indian Rupee, our revenue and costs in Indian Rupees converted to US dollars decrease. When the US dollar weakens, our revenue and costs in Indian Rupees converted to US dollars increase.

In the past few years, there have been periods of high volatility in the Indian Rupee and US dollar exchange rate. In fiscal year 2018, the average value of the Indian Rupee appreciated 3.9% against the US dollar as compared to the average value of the Indian Rupee in fiscal year 2017, whereas in fiscal year 2017, the average value of the Indian Rupee depreciated 2.5% against the US dollar as compared to the average value of the Indian Rupee in fiscal year 2016. This volatility is illustrated in the table set forth in the section titled “Exchange Rates.” Despite the appreciation of the Indian Rupee against the US dollar by 3.9% during fiscal year 2018, we had a net foreign exchange loss of \$(2.4) million in fiscal year 2018. Our loss on account of foreign exchange fluctuations during fiscal year 2017 was \$(1.7) million as compared to \$(4.5) million for fiscal year 2016.

## Our Revenue, Service Cost and Other Revenue and Expenses

### Revenue

We commenced operations in 2000 with a focus on the non-resident Indian market in the United States, primarily servicing its demand for United States to India air tickets. We started our Indian business with the launch of our Indian MakeMyTrip website in September 2005 and acquired the ibibo Group in January 2017. Over time, we have expanded our hotels and packages business, expanded internationally and introduced new non-air services and products such as the sale of rail and bus tickets, car hire and ancillary travel requirements such as facilitating access to third-party travel insurance and visa processing. We also generate advertising revenue from third-party advertisements on our websites. The key travel services we offer are booking of air tickets, hotels and packages. Below is a description of the key components of our revenue.

*Air Ticketing.* We earn commissions from airlines for tickets booked by customers through our distribution channels as well as incentive payments linked to the number of sales facilitated by us. We either deduct commissions at the time of payment of the fare to our airline suppliers or collect our commissions on a regular basis from our airline suppliers, whereas incentive payments are collected from our airline suppliers on a periodic basis. Incentives earned from airlines are recognized on the basis of performance targets agreed with the relevant airline and when performance obligations have been completed. We charge our customers a service fee for booking airline tickets. We receive fees from our GDS service providers based on the volume of sales completed by us through the GDS. Revenue from air tickets sold as part of packages is eliminated from our air ticketing revenues and added to our hotels and packages revenue.

*Hotels and Packages.* Revenue from our hotels and packages business generally represents the total amount paid by our customers for these services and products as well as revenue from air tickets sold as part of packages. Our hotels and packages revenue also includes commissions we earn for the sale of hotel rooms (without packages), and commissions we earn as an agent from other online travel agents and aggregators from whom we procure hotel rooms for our customers for most hotels outside India, which are accounted for on a “net” basis. We earn commissions in a similar manner for certain non-hotel products related to our packages. As revenue in our hotels and packages business is accounted for on a “gross” basis, revenue from air tickets sold as part of packages is grossed up to include the fare paid by customers as well as all commissions and fees charged by us, and added to our hotels and packages revenue.

*Other Revenue.* Our other revenue primarily comprises revenue from commissions or fees on the sale of bus tickets including from bus operators or fees for the sale of rail tickets, fees from Apollo Munich Health Insurance Company Limited and other insurance agents for our facilitation of the access to travel insurance, and third-party advertising on our websites. We also receive commissions from aggregators from whom we procure inventory for certain bus tickets, when we book bus tickets through them.

Our business model requires us to act as either an “agent” or the “primary obligor” for the products we sell. Below is a description of our business model where we either act as an “agent” or the “primary obligor”.

- We earn a majority of our revenue in the air ticketing and hotels business, where we predominantly act as an agent of the airlines and hotels. The airlines or the hotels provide the eventual service on such bookings. We facilitate the transaction for a commission and do not assume any performance obligation relating to the service. Income from the sale of airline tickets and hotel room nights is recognized as an agent on a net commission earned basis, as we do not assume any performance obligation relating to the service.
- In our packages business, we create packages by bundling air tickets, hotel room nights and other travel services which are then offered as “MakeMyTrip packages”. Accordingly, we act as the primary obligor for such packages since the risks and responsibilities are assumed by us, including the responsibility for delivery of services. For example, if the airline cancels a flight included in the package, we are responsible for providing an alternate flight. Accordingly, in case of MakeMyTrip packages, revenue is accounted for on a ‘gross basis’. The amount collected from the customer is reflected as revenue on a gross basis, and the amount paid to the various suppliers whose services are utilized is reflected as ‘cost of service’.

Similarly, if we pre-purchases air tickets or hotel room nights’ inventory in order to avail negotiated rates and assume inventory risk, then sales of such inventory are accounted for on a ‘gross’ basis, and the amount spent to pre-purchase the air ticket or the hotel room night is accounted for as cost of service.

We earn a majority of our revenue from the primary provider of service on transactions where we act as an agent. Our customer in this case is the hotel or the airline to whom services are being provided by us, and we do not assume any performance obligation on the products offered by them. We offer the promotional offers and incentives described elsewhere in this document based on competitive pressures from time to time and in order to encourage a higher number of end-users to experience our booking platforms with a view to gaining market share. Accordingly, in order to effectively represent the underlying business model, revenue and associated costs are presented separately rather than being netted off.

The incentives offered on transactions where we are the primary obligor are netted off from revenue as the risks and responsibilities of the products and services sold on transactions where we are the primary obligor lies with us. Accordingly, on such transactions the incentives are deducted from revenue since revenue and associated cost are offered to the same customer.

Upon adoption of the new revenue recognition accounting standard, IFRS 15, Revenue from contracts with customers, for periods beginning April 1, 2018, certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various platforms such as upfront cash incentives and select loyalty programs costs which were earlier recorded as marketing and sales promotion expenses will be recorded as a reduction of revenue.

### Service Cost

Service cost primarily consists of costs paid to hotel and package suppliers for the acquisition of relevant services and products for sale to customers, and includes the procurement cost of hotel rooms and other local services such as sightseeing costs for packages and local transport costs and other cost of providing services; it does not include any component of personnel cost, depreciation or other operating costs. As revenue from our air ticketing business is generally recognized on a “net” basis, there is typically no service cost associated with our air ticketing business. However, on a few occasions, we pre-purchase air ticket inventory in order to enjoy special negotiated rates and revenue from the sale of such tickets is recognized on a “gross” basis (representing the retail value of the tickets paid by our customers). The cost of such air tickets is classified as service cost.

The following table sets forth revenue recorded on a “gross” basis and on a “net” basis as well as service costs within our air ticketing business, our hotels and packages business and our other revenue during last three fiscal years.

	Air Ticketing			Hotels and Packages			Other Revenue			Total		
	Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,		
	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018
	(in thousands)											
Revenue on gross basis	\$ 2,180	\$ —	\$ —	\$ 190,546	\$ 189,079	\$ 190,760	\$ —	\$ —	\$ —	\$ 192,726	\$ 189,079	\$ 190,760
Revenue on net basis	75,992	118,514	167,391	61,167	125,175	249,203	6,169	14,848	67,902	143,328	258,537	484,496
Revenue as per IFRS	\$ 78,172	\$ 118,514	\$ 167,391	\$ 251,713	\$ 314,254	\$ 439,963	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 675,256
Add: Promotion expenses recorded as a reduction of revenue	—	—	34,673	—	—	43,068	—	—	—	—	—	77,741
	\$ 78,172	\$ 118,514	\$ 202,064	\$ 251,713	\$ 314,254	\$ 483,031	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 752,997
Less: Service cost	1,770	—	—	165,264	173,919	169,347	—	—	6,530	167,034	173,919	175,877
<b>Revenue less Service Cost</b>	<b>\$ 76,402</b>	<b>\$ 118,514</b>	<b>\$ 202,064</b>	<b>\$ 86,449</b>	<b>\$ 140,335</b>	<b>\$ 313,684</b>	<b>\$ 6,169</b>	<b>\$ 14,848</b>	<b>\$ 61,372</b>	<b>\$ 169,020</b>	<b>\$ 273,697</b>	<b>\$ 577,120</b>

### Personnel Expenses

Personnel expenses primarily consist of wages and salaries and other short-term benefits, employee welfare expenses, contributions to mandatory retirement provident funds as well as other expenses related to the payment of retirement benefits, and equity settled share based payments.

## **Marketing and Sales Promotion Expenses**

Marketing and sales promotion costs consist of internet, television, radio and print media advertisement costs as well as event-driven promotion costs for our products and services. These costs include advertising on websites, television and in print, search engine marketing and other media costs. We also incur marketing and sales promotion expenses associated with customer inducements and acquisitions programs, including cash incentives and select loyalty program incentive promotions, which we offer from time to time on various booking platforms. Marketing and sales promotion costs are recognized when incurred.

We earn a majority of our revenue on transactions where we act as an agent and do not assume any performance obligation on the products booked. Accordingly, to effectively represent the underlying business model, revenue and associated costs are presented separately, and the cash incentives and loyalty reward expenses offered on such bookings as mentioned above are accounted for and reported as marketing and sales promotion expenses. The rationale for the significant increase in such expenses is detailed below.

In fiscal 2016, the Indian travel industry saw a significant shift to online transactions driven by significant growth in the smartphones user base. In the past, most of our customers booked travel services using our websites through their desktop or laptop. In view of the significant increase in smartphone penetration, in fiscal 2016 the percentage of our standalone hotel bookings made over mobile almost doubled in a year to over 60% of total online bookings. Keeping in view the changing trend of the platform being used by customers for online search and bookings (i.e. increasingly moving towards mobile site or mobile applications), we had to create direct engagement programs to attract and retain customers. Accordingly, in fiscal 2016 we introduced various marketing and promotional schemes such as cash incentives and loyalty programs to acquire and retain online customers in India.

In fiscal 2017, the shift to online transactions in the Indian travel industry continued with increased Internet penetration in India driven by further growth in the smartphones user base. The percentage of our standalone hotel bookings made over mobile increased to over 74% of total online bookings. In addition, the ibibo Group, which we acquired in January 2017, also had a variety of similar marketing and promotional schemes such as cash incentives and loyalty programs offered under the “goibibo” and “redBus” brands. Further, in fiscal 2018, our standalone hotel bookings made over mobile improved to 77% of total online bookings.

We have offered these customer inducement and acquisition programs from time to time on our various booking platforms. Below are further details regarding the cash back incentives, upfront cash incentives and e-wallet loyalty programs that we offer:

- *Cash back incentives* : Under this scheme, the end-customers are offered certain predefined cash back based on the terms offered at the time of sale. We enter into specific agreements with various banks for joint promotional offers pursuant to which the cost of cash back promotional incentive is shared between us and the bank and is agreed before rolling out such schemes to the end-customers. On eligible transactions, the cash back is credited in the end-customer’s credit card or bank account by the participating bank within a certain period as per the terms communicated at the time of the transaction.

We share details of eligible bookings made under the promotional offer with the respective banks with whom such promotions were offered. The bank reconciles the details shared with transactions recorded on their platform and credits the amounts in the end-customers’ account. It is the bank’s obligation to pay the end-customer on the basis of the promotional offer made at the time of sale. After the completion of the offer period, bank sends an invoice to us to recover the portion of the cost which has to be borne by us. We verify the invoice with its bookings under the respective promotional offers based on the agreement entered with bank and pay the eligible cash back amount to the bank.

- *Upfront cash incentives* : Under this scheme, an upfront e-cash incentive is offered to end-customers at the time of booking on eligible online transactions as part of our customer inducement and retention strategy, primarily in the air and hotels business. The cash incentive to be offered on each sale is predetermined by us and the end-customer is required to select from among the various promotional offers. Upon such selection, the customer becomes eligible for an upfront cash incentive. The quantum of this incentive is based on the gross value of the transaction in order to induce the end-customer and is not linked to the commission earned by us as an agent from the hotels or airlines or service fee earned from the customers.



- *E-wallet loyalty program* : As part of our loyalty program and to drive repeat behavior, we have created a captive E-wallet program. Under this program, we give cash back on eligible online transactions to our customers as part of our inducement and retention plan and to effectively promote cross-sales across different business segments. The cash back is given in our customers' E-wallet account, which can only be used for future bookings to be made with us, subject to certain monetary restrictions and other terms and conditions.

At the time of sale, we offer cash back to customer in E-wallet. The cash back to be offered on each sale is predetermined by us, and the customer is required to select from among the various promotional offers. Upon such selection, the customer becomes eligible for the cash back in our E-wallet. Our liability is to honor the promotional offer and credit the amount in customer's E-wallet which can be used by the customer in future bookings in accordance with the terms and conditions relating to utilization of the balance in E-wallet, which also has an expiration date.

Upon adoption of the new revenue recognition accounting standard, IFRS 15, Revenue from contracts with customers, for periods beginning April 1, 2018, certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various platforms such as upfront cash incentives and select loyalty programs costs which were earlier recorded as marketing and sales promotion expenses will be recorded as a reduction of revenue.

#### ***Other Operating Expenses***

Other operating expenses primarily consist of, among other things, charges by payment gateway providers and fees paid to our outsourcing service providers for our call center service and other functions.

#### ***Depreciation, Amortization and Impairment***

Depreciation consists primarily of depreciation expense recorded on property, plant and equipment, such as computers, office equipment, furniture and fixtures, buildings, leasehold improvements, motor vehicles and power backup generators at certain of our offices, including our corporate office in Gurugram, India. Amortization expense consists primarily of amortization recorded on intangible assets including technology-related development expenses, software and intangible assets including customer relationship and brand/trade mark acquired in a business combination. Impairment expenses consist of losses on account of certain intangibles assets no longer being used in business.

#### ***Finance Income***

Finance income primarily comprises interest income on funds invested, change in financial liability and net gain on change in fair value of derivatives. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

#### ***Finance Costs***

Finance costs primarily comprises interest expense on borrowings, change in financial liability, net loss on change in fair value of derivatives, impairment losses recognized on financial assets, including trade and other receivables, costs related to public offerings and costs related to convertible notes. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis as a component of finance income and costs.

#### ***Foreign Currency Translation***

We report our consolidated financial statements in US dollars, which is the functional currency of our holding company and certain of our subsidiaries. The functional currency of each of our subsidiaries is the currency in which each subsidiary primarily generates and expends cash. The financial statements of all our subsidiaries with functional currencies other than US dollars are translated to our holding company's reporting currency using relevant exchange rates in accordance with IFRS. In particular, the assets and liabilities of our foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to US dollars at exchange rates as of the relevant reporting date, and the income and expenses of our foreign operations are translated to US dollars at the average of the exchange rates applicable during the relevant reporting period. Adjustments resulting from the translations of financial statements of our subsidiaries, except

for subsidiaries whose functional currency is US dollars, from their functional currency to our reporting currency are accumulated and reported as other comprehensive income (loss), which is a separate component of our shareholders' equity. See also "— Quantitative and Qualitative Disclosures about Market Risk — Foreign Exchange Risk."

### **Critical Accounting Policies**

Certain of our accounting policies require the application of judgment by our management in selecting appropriate assumptions for calculating financial estimates, which inherently contain some degree of uncertainty. Our management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the reported carrying values of assets and liabilities and the reported amounts of revenues and expenses that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following are the critical accounting policies and related judgments and estimates used in the preparation of our consolidated financial statements. Our management has discussed the application of these critical accounting estimates with our board of directors and audit committee. For more information on each of these policies, see "Note 3 — Significant Accounting Policies" in the notes to our consolidated financial statements included in this Annual Report.

### ***Revenue Recognition***

We derive our revenue primarily from two sources: air ticketing and hotels and packages.

Revenue from our air ticketing business is primarily generated from our websites and mobile applications whereas revenue from our hotels and packages business is generated through our websites and mobile applications along with call centers, travel stores and travel agents' network. We also generate revenue through the sale of rail and bus tickets, facilitating access to travel insurance and advertising revenue from third-party advertisements on our websites.

*Air Ticketing* . Income from our air ticketing business comprises commissions and incentive payments from airline suppliers, service fees charged to customers and fees from our GDS service providers. Income from the sale of airline tickets is recognized as an agent on a net commission earned basis, as the Group does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Where the Group has procured advance coupons of airline tickets for an anticipated future demand from customers and assumes the risk of not utilizing the coupons at its disposal, income from the sale of such airline tickets is accounted on gross basis. The costs of such air tickets are classified as service cost. Incentives from airlines are recognized when the performance obligations under the incentive schemes are achieved.

*Hotels and Packages* . Income from hotel reservations including commission earned is recognized on a net basis as an agent on the date of check-in as the Group does not assume any performance obligation post the issuance of hotel confirmation voucher to the customer. Where the Group has pre-booked the hotel room nights for an anticipated future demand from the customers and assumes the risk of not utilizing the available hotel room nights at its disposal, income from the sale of such hotel room nights is accounted on gross basis. Performance linked incentives from hotels are recognized as income on achievement of performance obligations. Income from tours and packages, including income on airline tickets sold to customers as a part of tours and packages is accounted on gross basis as the Group is determined to be the primary obligor in the arrangement i.e., the risks and responsibilities are taken by the Group including the responsibility for delivery of services. Income from tours and packages also includes amounts received from hotel suppliers against online promotions of hotels brands on our websites.

*Other Revenue* . We also earn commissions and fees from bus operators, convenience fees from customers, earn fees by facilitating access to travel insurance policies to our customers and generate revenue from third-party advertisements on our websites. Income from these other sources is recognized as the services are being performed.

Income from bus ticketing, including commissions and fees earned from bus operators, convenience fees from customers is recognized on a net basis as an agent on the date of journey as we do not assume any performance obligation post the confirmation of the issuance of the ticket to the customer.

We recognize revenue when we have persuasive evidence of an arrangement in respect of services to be provided, where such services have been rendered, and the fee is determinable and collectability is reasonably assured. We conclude that we have persuasive evidence of an arrangement when we enter into a legally enforceable agreement with our customers with terms and conditions that describe the service and the related payments. We consider fees to be determinable when services have been provided in accordance with the agreement, i.e. upon booking of the air ticket in the case of airline ticketing revenue, upon date of departure in the case of packages and upon check-in in the case of hotels. As the customer is primarily required to pay the amount at the time of transaction, collectability is reasonably assured.

Revenue is recognized net of cancellations, refunds, discounts and taxes. In the event of cancellation of airline tickets, revenue recognized in respect of commissions earned by our company on such tickets is reversed and is net off from our revenue earned during the fiscal period at the time of cancellation. In addition, a liability is recognized in respect of the refund due to our customers for the gross amount charged to such customers net of cancellation fees. The revenue from the sale of packages and hotel reservations is recognized on the customer's departure and check-in dates, respectively. Cancellations, if any, do not impact revenue recognition since revenue is recognized upon the use of services by the customer.

Our revenues are recognized on a "net" basis when we are acting as an agent, and on a "gross" basis when we are the "primary obligor." See "— Our Revenue, Service Cost and Other Revenue and Expenses — Revenue."

Upon adoption of the new revenue recognition accounting standard, IFRS 15, Revenue from contracts with customers, for periods beginning April 1, 2018, certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various platforms such as upfront cash incentives and select loyalty programs costs which were earlier recorded as marketing and sales promotion expenses will be recorded as a reduction of revenue.

### ***Service Cost***

Service cost primarily consists of costs paid to hotel and package suppliers for the acquisition of relevant services and products for sale to customers, and includes the procurement cost of hotel rooms and other services and other cost of providing services. Service costs also include costs of pre-purchased air tickets coupons in respect of sale of airline tickets for an anticipated future demand from customers and assumes the risk of not utilizing the coupons at its disposal, and cost of pre-booked hotel room nights for an anticipated future demand from the customers and assumes the risk of not utilizing the available hotel room nights at its disposal.

Service costs are the amount paid or accrued against procurement of these services and products from the respective suppliers and do not include any other operating cost to provide these services or products. Service costs are recognized when incurred, which coincides with the recognition of the corresponding revenue.

### ***Marketing and Sales Promotion Costs***

Marketing and sales promotion costs consist primarily of internet, television, radio and print media advertisement costs, as well as event-driven promotion costs for our products and services. These costs include advertising on websites, television, print formats, search engine marketing and any other media costs. We also incur marketing and sales promotion expenses associated with customer inducements and acquisitions programs, including cash incentives and select loyalty program incentive promotions, which we offer from time to time on various booking platforms. Marketing and sales promotion costs are recognized when incurred.

Upon adoption of the new revenue recognition accounting standard, IFRS 15, Revenue from contracts with customers, for periods beginning April 1, 2018, certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various platforms such as upfront cash incentives and select loyalty programs costs which were earlier recorded as marketing and sales promotion expenses will be recorded as a reduction of revenue.

### ***Other Operating Costs***

Other operating costs include costs such as payment gateway charges, web hosting charges and outsourcing fees, which are recognized on an accrual basis.

### ***Depreciation, Amortization and Impairment***

Depreciation, amortization and impairment costs are based on the estimated useful lives of the assets.

### ***Accounting Estimates***

While preparing our financial statements, we make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities as of the date of our financial statements and the reported amount of revenues and expenses for the relevant reporting period. As additional information becomes available or periodically, in accordance with relevant accounting principles or policies, we reassess our estimates. Such revisions in our estimates could materially impact our results of operations and our financial position. We believe that the estimates used in the preparation of our consolidated financial statements are prudent and reasonable. Actual results could differ from these estimates. Certain of our accounting policies require higher degree of judgment than others in their application. We consider the policies discussed below to be critical to an understanding of our financial statements as their application places the most significant demands on management's judgment.

### ***Business Combinations, Goodwill and Intangible Assets***

Business combinations are accounted for using the acquisition method as of the acquisition date, which is the date on which control is transferred to us. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, including those which significantly affect the entity's returns.

The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of contingent or deferred consideration, if any. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business combination are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to remuneration of employees or former owners of the acquiree for future services. Such amounts are recognized in profit or loss as compensation cost.

Goodwill represents excess of the cost of acquisition over our share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the excess is negative, a bargain purchase gain is recognized immediately in the profit or loss. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Intangible assets acquired in a business combination are measured at fair value as of the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses, if any.

Intangible assets acquired in a business combination are amortized on a straight-line basis over their estimated useful lives that reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives are as follows:

• Technology related development costs	2-5 years
• Software	3-5 years
• Customer – related intangible assets (Customer Relationship)	7-10 years
• Contract – related intangible assets (Non-Compete)	5-6 years
• Marketing – related intangible assets (Brand / Trade Mark)	7-10 years
• Favorable lease contract term – related intangible assets	7 years

### ***Convertible Notes***

Our 4.25% convertible notes due 2021 were convertible into ordinary shares at an initial conversion price of \$21.45 per share, representing an initial conversion rate of 46.62 ordinary shares per \$1,000 principal amount of the convertible notes. The liability component of the convertible notes was initially recognized at fair value less any directly attributable transaction costs. Directly attributable transaction costs were allocated to the liability component and the conversion option in proportion to their initial carrying amounts. A conversion option which is not settled by delivering a fixed number of equity instruments for a fixed amount of cash is accounted for separately from the liability component as a derivative and initially accounted for at fair value. Subsequent to initial recognition, the liability component of the convertible notes was measured at amortized cost using the effective interest method. The conversion option was subsequently measured at fair value at each reporting date with changes in fair value recognized as profit or loss. The conversion option was presented together with the related liability. On October 28, 2016, we issued an aggregate of 9,857,028 ordinary shares (comprising 659,939 ordinary shares issued from treasury shares held by us and 9,197,089 new ordinary shares) to Ctrip upon conversion of all its convertible notes.

### ***Available-for-sale Financial Assets***

Available-for-sale financial assets are non-derivative financial assets that are either designated as available-for-sale or are not classified in any of the other categories. Available-for-sale financial assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and any changes, other than impairment losses, are recognized in other comprehensive income (loss) and presented within equity in the fair value reserve. When such assets are derecognized, the cumulative gain or loss in other comprehensive income (loss) is transferred to profit or loss. Available-for-sale financial assets comprise of equity securities and right acquired under business combination.

### ***Impairment Loss on Trade and Other Receivables***

We estimate the amount of uncollectible receivables each period and establish an impairment loss for uncollectible amounts. We provide impairment loss based on (i) our specific assessment of the collectability of all significant amounts; and (ii) any specific knowledge we have acquired that might indicate that an amount is uncollectible. The assessments reflect management's best assumptions and estimates. Significant management judgment is involved in estimating these factors, and they include inherent uncertainties. Management periodically evaluates and updates the estimates based on the conditions that influence these factors. The variability of these factors depends on a number of conditions, including uncertainty about future events, and thus our accounting estimates may change from period to period.

### ***Impairment of Non-Financial Assets***

The carrying amounts of our non-financial assets, primarily property, plant and equipment, technology-related development cost, software and other intangible assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment. An impairment loss is recognized if the carrying amount of an asset or cash generating unit, or CGU, exceeds its recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assumptions of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, CGUs to which goodwill has been allocated are aggregated to that level at which impairment testing is performed which reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to a group of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### ***Share-based Payment Transactions***

Our employees receive remuneration in the form of equity instruments for rendering services over a defined vesting period. The value of equity instruments granted to our employees is measured by reference to the fair value of the instrument at the relevant date of grant. We record an expense for the value of such equity instruments granted and record an increase to our equity.

The equity instruments generally vest in tranches over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches. We recognize share-based compensation net of an estimated forfeiture rate and therefore only recognize compensation cost for those shares expected to vest over the service period of the award.

We are required to estimate share-based compensation expense net of estimated forfeitures. In determining the estimated forfeiture rates for share-based awards, we periodically conduct an assessment of the actual number of equity awards that have been forfeited to date as well as those expected to be forfeited in the future. We consider many factors when estimating expected forfeitures, including the type of award, the employee class and historical experience. If our actual forfeiture rate is materially different from our estimate, the share-based compensation expense could be significantly different from what we have recorded in the current period.

### ***Estimated Useful Lives of Property, Plant and Equipment and Technology-related Development Cost***

*Property, Plant and Equipment.* In accordance with International Accounting Standards, or IAS, 16, “*Property, Plant and Equipment*,” we estimate the useful lives of property, plant and equipment in order to determine the amount of depreciation expense to be recorded during any reporting period. If technological changes were to occur more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may have to be shortened, resulting in the recognition of increased depreciation expense in future periods. Likewise, if anticipated technological or other changes occur more slowly than expected, the useful lives could be extended. This could result in a reduction of depreciation expense in future periods.

*Technology-related Development Cost.* Technology-related development costs representing all directly attributable development costs and including vendor invoices towards costs of design, configuration, coding, installation and testing of our websites and mobile platforms are capitalized until implementation. Upon implementation, the asset is amortized to expense over its estimated useful life. Ongoing technology-related post-implementation costs of operation and application maintenance are charged to expense as incurred. In accordance with IAS 38 “*Intangible Assets*,” technology-related development costs also include costs incurred on development related to internally generated intangible assets which have been capitalized on meeting the criteria of technical feasibility, future economic benefit, marketability and being separately identifiable.

### ***Other Intangible Assets***

Other intangible assets comprise software that are acquired by the Group and intangible assets including customer relationship, brand/trade mark, non-compete and favorable lease contract term acquired in a business combination. Software has finite useful lives and is measured at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable expenses necessary to make the assets ready for use. Intangible assets acquired in a business combination are measured at fair value as of the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses, if any.

Subsequent expenditure is capitalized only when it is probable that future economic benefits derived from the cost incurred will flow to the enterprise and the cost of the item can be reliably determined. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

Amortization of assets, other than goodwill, is calculated over the cost of the assets, or other amount substituted for cost, less its residual value. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most

closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted as appropriate.

### ***Income Tax***

Income tax comprises current and deferred tax. Income tax expense is recognized in our profit or loss, except to the extent it relates to items directly recognized in equity, in which case it is recognized in equity.

*Current Income Tax.* As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. We are subject to tax assessments in each of these jurisdictions. A tax assessment can involve complex issues, which may only be resolved over extended time periods. Although we have considered all these issues in estimating our income taxes, there could be an unfavorable resolution of such issues that may affect our results of operations.

Current income tax for our current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

The amount of income tax we pay is subject to evaluation of assessment proceedings by income tax authorities, which may result in adjustments to our carried forward tax losses. Our estimate of the potential outcome for any uncertain tax issue is highly judgmental. We believe we have adequately provided for any reasonably foreseeable outcome related to these matters. However, our future results may include favorable or unfavorable adjustments to our estimated tax liabilities in the period the assessments are made or resolved, tax examinations are closed or when statutes of limitation on potential assessments expire. As a result, our effective tax rate may fluctuate significantly.

*Deferred Income Tax.* We recognize deferred income tax using the balance sheet approach. Deferred tax is recognized on temporary differences as of the relevant reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. We recognize a deferred tax asset only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and tax loss carry forwards can be utilized.

We consider many factors when assessing the likelihood of future realization of our deferred tax assets, including our recent earnings experience by jurisdiction, expectations of future taxable income, and the carry forward periods available to us for tax reporting purposes, as well as other relevant factors. Due to inherent complexities arising from the nature of our businesses, future changes in income tax law or variances between our actual and anticipated operating results, we assess the likelihood of future realization of our deferred tax assets based on our judgments and estimates. Therefore, actual income taxes could materially vary from these judgments and estimates.

The measurement of deferred tax assets involves judgment regarding the deductibility of costs not yet subject to taxation and estimates regarding sufficient future taxable income to enable utilization of unused tax losses in different tax jurisdictions. All deferred tax assets are subject to review of probable utilization. If, however, unexpected events occur in the future that would prevent us from realizing all or a portion of our net deferred tax assets, an adjustment would result in a charge to income in the period in which such determination was made.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities which intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities simultaneously.

## Results of Operations

The following table sets forth a summary of our consolidated statement of profit or loss, both actual amounts and as a percentage of total revenue, for the periods indicated.

	Fiscal Year Ended March 31,					
	2016		2017		2018	
	Amount	%	Amount	%	Amount	%
	(in thousands, except percentages)					
Revenue	\$ 336,054	100.0	\$ 447,616	100.0	\$ 675,256	100.0
Other Income	1,014	0.3	363	0.1	435	0.1
Service cost	(167,034)	(49.7)	(173,919)	(38.9)	(175,877)	(26.0)
Personnel expenses	(49,018)	(14.6)	(73,736)	(16.5)	(114,157)	(16.9)
Marketing and sales promotion expenses	(108,966)	(32.4)	(224,424)	(50.1)	(451,818)	(66.9)
Other operating expenses	(67,954)	(20.2)	(81,585)	(18.2)	(120,566)	(17.9)
Depreciation, amortization and impairment	(10,923)	(3.3)	(29,702)	(6.6)	(32,712)	(4.8)
Results from operating activities	(66,827)	(19.9)	(135,387)	(30.2)	(219,439)	(32.5)
Finance income	1,586	0.5	45,268	10.1	5,189	0.8
Finance costs	(20,327)	(6.0)	(18,289)	(4.1)	(3,901)	(0.6)
Impairment in respect of an equity-accounted investee	(959)	(0.3)	—	—	—	—
Share of loss of equity-accounted investees	(1,860)	(0.6)	(1,702)	(0.4)	(1,998)	(0.3)
Profit (Loss) before tax	(88,387)	(26.3)	(110,110)	(24.6)	(220,149)	(32.6)
Income tax benefit (expense)	(155)	(0.0)	(193)	(0.0)	(91)	(0.0)
Profit (Loss) for the year	(88,542)	(26.3)	(110,303)	(24.6)	(220,240)	(32.6)

### Fiscal Year 2018 Compared to Fiscal Year 2017

**Revenue.** We generated revenue of \$675.3 million in fiscal year 2018, an increase of 50.9% over revenue of \$447.6 million in fiscal year 2017. In fiscal year 2017, we recognized incremental revenue of \$9.2 million in our air ticketing business based on quarterly evaluation of trends of refund rights exercised by our customers along with a change in the estimate for provisions for cancelled tickets pursuant to confirmation from a supplier. Excluding incremental revenue recognized in fiscal year 2017, our revenue increased by 54.0% in fiscal year 2018 compared to fiscal year 2017.

**Air Ticketing.** Revenue from our air ticketing business increased by 41.2% to \$167.4 million in fiscal year 2018 from \$118.5 million in fiscal year 2017. Excluding incremental revenue in fiscal year 2017 as explained above, our air ticketing revenue increased by 53.1% in fiscal year 2018 compared to fiscal year 2017.

Revenue less Service Cost from our air ticketing business increased by 70.5% to \$202.1 million in fiscal year 2018 from \$118.5 million in fiscal year 2017. Excluding incremental revenue in fiscal year 2017 as explained above, Revenue less Service Cost increased by 84.8% in fiscal year 2018 compared to fiscal year 2017. In fiscal year 2018, air ticketing Revenue less Service Cost includes \$34.7 million of certain customer discounts which are in the nature of promotions expenses recorded as a reduction of revenue. This \$34.7 million added back while computing Revenue less Service Cost, with the accompanying increase in marketing and sales promotion expenses, is intended to more accurately reflect the way we view our ongoing business and expenses. Under IFRS, these customer discounts were required to be offset against revenue.

The increase in air ticketing revenue and Revenue less Service Cost was due to an increase in gross bookings of 75.0% driven by 62.2% increase in the number of air ticketing flight segments in fiscal year 2018 compared to fiscal year 2017 including the impact of consolidation of the ibibo Group acquired on January 31, 2017. Further, our Net Revenue Margins (defined as Revenue less Service Cost as a percentage of gross bookings) decreased from 7.7% in fiscal year 2017 to 7.5% in fiscal year 2018. Excluding incremental revenue of \$9.2 million in fiscal year 2017 as explained above, our Net Revenue Margins increased from 7.1% in fiscal year 2017 to 7.5% in fiscal year 2018.

**Hotels and Packages.** Revenue from our hotels and packages business increased by 40.0% to \$440.0 million in fiscal year 2018, from \$314.3 million in fiscal year 2017. Revenue less Service Cost from our hotels and packages business increased by 123.5% to \$313.7 million in fiscal year 2018 from \$140.3 million in fiscal year 2017. In fiscal year 2018, hotels and packages Revenue less Service Cost includes \$43.1 million of certain customer discounts which are in the nature of promotions expenses recorded as a reduction of revenue. This



\$43.1 million added back while computing Revenue less Service Cost, with the accompanying increase in marketing and sales promotion expenses, is intended to more accurately reflect the way we view our ongoing business and expenses. Under IFRS, these customer discounts were required to be offset against revenue. Gross bookings increased by 86.5% driven by 108.0% increase in the number of hotel room-nights in fiscal year 2018 compared to fiscal year 2017 including the impact of consolidation of the ibibo Group acquired in January 31, 2017. Net Revenue Margins has improved from 18.8% in fiscal year 2017 to 22.6% in fiscal year 2018 driven by an increase standalone hotels bookings as a percentage of overall transactions.

*Other Revenue.* Our other revenue increased to \$67.9 million in fiscal year 2018 from \$14.8 million in fiscal year 2017, and our other Revenue less Service Cost increased to \$61.4 million in fiscal year 2018 from \$14.8 million in fiscal year 2017. This was primarily due to bus ticketing Revenue less Service Cost of \$44.4 million in fiscal year 2018 mainly contributed by the ibibo Group consolidation coming from 39.6 million travelled bus tickets with gross bookings of \$496.9 million. The increase in other revenue was further aided by growth in facilitation fees on travel insurance.

*Other Income.* Our other income was \$0.4 million in fiscal year 2018 and in fiscal year 2017, primarily due to the write-back of amounts that we had previously provided for but that are no longer required.

*Service Cost.* Service cost increased to \$175.9 million in fiscal year 2018 from \$173.9 million in fiscal year 2017, mainly as a result of an increase in transaction volume in our bus ticketing business in fiscal year 2018.

*Total Revenue less Service Cost.* Our total Revenue less Service Cost increased by 110.9% to \$577.1 million in fiscal year 2018 from \$273.7 million in fiscal year 2017, primarily as a result of a 123.5% increase in our hotels and packages Revenue less Service Cost, a 70.5% increase in our air ticketing Revenue less Service Cost and a 313.3% increase in our other Revenue less Service Cost in fiscal year 2018 compared to fiscal year 2017, including the impact of consolidation of the ibibo Group acquired in January 31, 2017. Excluding incremental revenue in fiscal year 2017 as explained above, our total Revenue less Service Cost increased by 118.2% in fiscal year 2018 compared to fiscal year 2017. In fiscal year 2018, Revenue less Service Cost also includes \$77.7 million of certain customer discounts which are in the nature of promotions expenses recorded as a reduction of revenue. For further information and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure (revenue), see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

*Personnel Expenses.* Personnel expenses increased by 54.8% to \$114.2 million in fiscal year 2018 from \$73.7 million in fiscal year 2017. This increase was primarily due to higher share based compensation costs primarily relating to the ibibo Group acquisition and an annual increase in wages, including the impact of consolidation of the ibibo Group acquired on January 31, 2017. Excluding employee share-based compensation costs, personnel expenses as a percentage of net revenue decreased by 5.1% in fiscal year 2018 compared to fiscal year 2017.

*Marketing and sales promotion expenses.* Marketing and sales promotion expenses increased by 101.3% to \$451.8 million in fiscal year 2018 from \$224.4 million in fiscal year 2017. Primary drivers of this year on year increase were significant customer inducement and acquisition programs expenses incurred to accelerate growth in our standalone hotel booking business, increase in brand advertisement expenses by \$14.4 million in fiscal year 2018 and the consolidation of marketing and sales promotion expenses of the ibibo Group. Including the promotion expenses of \$77.7 million adjusted against revenue in fiscal year 2018 as explained above, marketing and sales promotion expenses increased by 136.0% in fiscal year 2018 compared to fiscal year 2017. For more information on our customer acquisition and inducement programs, see “— Our Revenue, Service Cost and Other Revenue and Expenses — Marketing and Sales Promotion Expenses.”

*Other Operating Expenses.* Other operating expenses increased by 47.8% to \$120.6 million in fiscal year 2018 from \$81.6 million in fiscal year 2017, primarily as a result of an increase in payment gateway charges and outsourcing expenses in line with the growth in our business and contribution of other operating expenses of the ibibo Group. Other operating expenses for fiscal year 2017 also include merger and “acquisition-related” expenses of \$6.0 million, comprising legal and professional expenses, other expenses associated with our acquisition of the ibibo Group and certain non-routine transactions, whether or not consummated.

**Depreciation, Amortization and Impairment.** Our depreciation, amortization and impairment expenses increased by 10.1% to \$32.7 million in fiscal year 2018 from \$29.7 million in fiscal year 2017, primarily due to higher “acquisition-related” intangibles amortization in fiscal year 2018, partially offset by impairment of goodwill and brands related to the Hotel Travel Group of \$14.6 million, as we decided to significantly reduce our Hotel Travel Group operations in fiscal year 2017.

**Results from Operating Activities .** As a result of the foregoing factors, our results from operating activities were a loss of \$219.4 million in fiscal year 2018 as compared to a loss of \$135.4 million in fiscal year 2017. We had an Adjusted Operating Loss of \$154.8 million in fiscal year 2018 as compared with an Adjusted Operating Loss of \$83.7 million in fiscal year 2017. For a description of the components and calculation of “Adjusted Operating Profit (Loss)” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure “Results from operating activities”, see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

**Finance Income.** Our finance income decreased to \$5.2 million in fiscal year 2018 from \$45.3 million in fiscal year 2017, primarily as a result of a one-time net gain from change in fair value of derivative financial instrument related to convertible notes of \$42.4 million that we recognized in fiscal year 2017, the absence of which in fiscal year 2018 was partially offset by higher interest income on term deposits placed with banks in fiscal year 2018.

**Finance Costs.** Our finance costs decreased to \$3.9 million in fiscal year 2018 as compared to \$18.3 million in fiscal year 2017, primarily due to interest expense on financial liabilities measured at amortized cost of \$8.6 million and amortization of deferred difference of \$5.9 million in fiscal year 2017 which was partially offset by higher foreign exchange loss in fiscal year 2018 mainly as a result of the depreciation of the Indian Rupee against the U.S. dollar.

**Loss for the year .** As a result of the foregoing factors, our loss for the year ended March 31, 2018 was \$220.2 million as compared to a loss of \$110.3 million in fiscal year 2017. We had an Adjusted Net Loss of \$153.5 million in the year March 31, 2018 compared to an Adjusted Net Loss of \$99.2 million in fiscal year 2017. For a description of the components and calculation of “Adjusted Net Profit (Loss)” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure “Loss for the year”, see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

**Diluted loss per share.** Diluted loss per share was \$2.18 for the year ended March 31, 2018 as compared to diluted loss per share of \$2.09 in fiscal year 2017. We had an Adjusted Diluted Loss per Share of \$1.53 in fiscal year 2018, compared to an Adjusted Diluted Loss per Share of \$1.88 in fiscal year 2017. For a description of the components and calculation of “Adjusted Diluted Earnings (Loss) per Share” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure “diluted earnings (loss) per share”, see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

### **Fiscal Year 2017 Compared to Fiscal Year 2016**

**Revenue .** We generated revenue of \$447.6 million in fiscal year 2017, an increase of 33.2% over revenue of \$336.1 million in fiscal year 2016.

**Air Ticketing.** Revenue from our air ticketing business increased by 51.6% to \$118.5 million in fiscal year 2017 from \$78.2 million in fiscal year 2016. In fiscal year 2017, we recognized incremental revenue of \$9.2 million based on quarterly evaluation of trends of refund rights exercised by our customers along with a change in the estimate for provisions for cancelled tickets pursuant to confirmation from a supplier. Our Revenue less Service Cost increased by 55.1% to \$118.5 million in fiscal year 2017 (43.0% excluding incremental revenue of \$9.2 million in fiscal year 2017) from \$76.4 million in fiscal year 2016.

This growth was driven by a year-on-year increase of 34.8% in air ticketing transactions in fiscal year 2017 and an increase in gross bookings of 21.1% to \$1.5 billion in fiscal year 2017 from \$1.3 billion in fiscal year 2016, along with the contribution of air ticketing revenue from the ibibo Group. Air ticketing transactions and gross bookings growth in 2017 was largely driven by the expansion of the travel market in India due to increased domestic travel, new entrants in the air travel market and the expansion of the Indian economy. Our Net Revenue Margins improved from 6.0% in fiscal year 2016 to 7.7% in fiscal year 2017 ( 7.1% excluding incremental revenue of \$9.2 million in fiscal year 2017).

*Hotels and Packages.* Revenue from our hotels and packages business increased by 24.8% to \$314.3 million in fiscal year 2017 from \$251.7 million in fiscal year 2016. Our Revenue less Service Cost increased by 62.3% to \$140.3 million in fiscal year 2017 from \$86.5 million in fiscal year 2016. This growth was due to an increase in gross bookings by 31.7% and a 119.1% increase in the number of transactions along with the contribution of hotels and packages revenue from the ibibo Group. Our Net Revenue Margins improved from 15.3% in fiscal year 2016 to 18.8% in fiscal year 2017, which was mainly driven by an increase in standalone hotels bookings as a percentage of overall hotels and packages bookings. Standalone hotel bookings increased in fiscal year 2017 as we maintained our market share while the total number of transactions booked online increased, primarily due to greater internet penetration in India.

*Other Revenue.* Our other revenue increased to \$14.8 million in fiscal year 2017 from \$6.2 million in fiscal year 2016, primarily due to the contribution of bus ticketing revenue from the ibibo Group consolidation and an increase in facilitation fees on travel insurance.

*Other Income.* Our other income was \$0.4 million in fiscal year 2017, primarily due to the write-back of amounts that we had previously provided for but that are no longer required. Our other income accounted for \$1.0 million in fiscal year 2016, primarily due to the acquisition of a technology platform license.

*Service Cost .* Service cost increased to \$173.9 million in fiscal year 2017 from \$167.0 million in fiscal year 2016, mainly as a result of an increase in the transaction volume in our hotels and packages business in fiscal year 2017.

*Total Revenue less Service Cost.* Our total Revenue less Service Cost increased by 61.9% to \$273.7 million in fiscal year 2017 from \$169.0 million in fiscal year 2016. This growth resulted from a 62.3% increase in our hotels and packages Revenue less Service Cost, an increase of 55.1% in our air ticketing Revenue less Service Cost and an increase of 140.7% in other revenue. For further information and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure (revenue), see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

*Personnel Expenses .* Personnel expenses increased by 50.4% to \$73.7 million in fiscal year 2017 from \$49.0 million in fiscal year 2016. This increase was primarily due to higher employee share-based compensation costs mainly relating to the ibibo Group acquisition, an annual increase in wages in fiscal year 2017 and an increase in employee headcount mainly in our hotels and packages business. The employee share-based compensation costs also include a one-time charge of \$9.0 million as part of the ibibo Group acquisition. Excluding employee share-based compensation costs, personnel expenses as a percentage of net revenue decreased by 3.8% from fiscal year 2016 to fiscal year 2017.

*Marketing and sales promotion expenses.* Marketing and sales promotion expenses increased by 106.0% to \$224.4 million in fiscal year 2017 from \$109.0 million in fiscal year 2016, primarily as a result of significant investments in our ongoing customer acquisition and inducement programs incurred to accelerate growth in our standalone hotel booking business, along and higher marketing expenses related to mobile application downloads and referral costs by \$8.1 million and brand advertisement expenses by \$8.9 million in fiscal year 2017, along with the contribution of marketing and sales promotion expenses of the ibibo Group. For more information on our customer acquisition and inducement programs, see “— Our Revenue, Service Cost and Other Revenue and Expenses — Marketing and Sales Promotion Expenses.”

*Other Operating Expenses.* Other operating expenses increased by 20.1% to \$81.6 million in fiscal year 2017 from \$68.0 million in fiscal year 2016, primarily as a result of an increase in legal and professional expenses of \$7.7 million and payment gateway charges of \$2.2 million, in line with the growth in our business and the contribution of other operating expenses of the ibibo Group. Other operating expenses for fiscal year 2017 also include merger and “acquisition-related” expenses of \$6.0 million in fiscal year 2017 compared to \$0.2 million in fiscal year 2016, comprising legal and professional expenses, other expenses associated with our acquisition of the ibibo Group and certain non-routine transactions, whether or not consummated.

*Depreciation, Amortization and Impairment.* Our depreciation, amortization and impairment expenses increased by 171.9% to \$29.7 million in fiscal year 2017 from \$10.9 million in fiscal year 2016, primarily as a result of impairment of goodwill and brands related to the Hotel Travel Group of \$14.6 million as we decided to significantly reduce our Hotel Travel Group operations during the fourth quarter of fiscal year 2017 and an increase in amortization costs on acquisition-related intangibles following the ibibo Group acquisition.

*Results from Operating Activities* . As a result of the foregoing factors, our results from operating activities was a loss of \$135.4 million in fiscal year 2017 compared to a loss of \$66.8 million in fiscal year 2016. We had an Adjusted Operating Loss of \$83.7 million in fiscal year 2017 compared with an Adjusted Operating Loss of \$50.1 million in fiscal year 2016. For a description of the components and calculation of “Adjusted Operating Profit (Loss)” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure (results from operating activities), see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

*Finance Income*. Our finance income increased to \$45.3 million in fiscal year 2017 from \$1.6 million in fiscal year 2016, primarily as a result of the net gain from change in fair value of derivative financial instrument related to convertible notes of \$42.4 million in fiscal year 2017.

*Finance Costs*. Our finance costs decreased to \$18.3 million in fiscal year 2017 as compared to \$20.3 million in fiscal year 2016, primarily due to interest expense on financial liabilities measured at amortized cost of \$8.6 million and amortization of deferred difference of \$5.9 million in fiscal year 2017 which was offset by interest expense on financial liabilities measured at amortized cost of \$3.8 million and net loss from change in fair value of derivative financial instrument of \$9.0 million in fiscal year 2016 relating to convertible notes outstanding.

*Loss for the year* . As a result of the foregoing factors, our loss in fiscal year 2017 was \$110.3 million as compared to a loss of \$88.5 million in fiscal year 2016. We had an Adjusted Net Loss of \$99.2 million in fiscal year 2017 compared to an Adjusted Net Loss of \$58.3 million in fiscal year 2016. For a description of the components and calculation of “Adjusted Net Profit (Loss)” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure (profit (loss)), see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

*Diluted loss per share*. Diluted loss per share was \$2.09 in fiscal year 2017 as compared to diluted loss per share of \$2.12 in fiscal year 2016. We had an adjusted diluted loss per share of \$1.88 in fiscal year 2017 as compared to an Adjusted Diluted Loss per Share of \$1.40 in fiscal year 2016. For a description of the components and calculation of “Adjusted Diluted Earnings (Loss) per Share” and a reconciliation of this non-IFRS measure to the most directly comparable IFRS measure (diluted earnings (loss) per share), see “— Certain Non-IFRS Measures” elsewhere in this Annual Report.

## **Liquidity and Capital Resources**

Historically, our sources of liquidity have principally been proceeds from the sale of our convertible preferred shares, convertible notes and ordinary shares, bank overdrafts and working capital facilities and cash flows from operations. In fiscal year 2016, we issued \$180.0 million of 4.25% convertible notes due 2021 to Ctrip, which were converted into ordinary shares in October 2016. Our cash requirements have mainly been for working capital as well as capital expenditures and acquisitions.

As of March 31, 2018, our primary sources of liquidity were \$187.6 million of cash and cash equivalents and \$202.3 million in term deposits with various banks, which are available on demand. A portion of such term deposits are used to secure bank guarantees, bank overdraft facility, and other facilities, which support our business.

Our trade and other receivables primarily comprise commissions, incentive or other payments owing to us from airlines, receivables from our corporate and retail customers to whom we typically extend credit periods, security deposits paid primarily for our leased premises as well as interest accrued but not due on our term deposits. Our trade and other receivables increased from \$37.3 million as of March 31, 2017 to \$58.3 million as of March 31, 2018, primarily as a result of an increase in receivables from our airline suppliers and GDS service providers during fiscal year 2018 in line with growth in our business. Our other current assets primarily consist of deposits and advances to our suppliers to secure better prices and availability of bookings in future periods. Our other current assets increased from \$50.2 million as of March 31, 2017 to \$92.5 million as of March 31, 2018, primarily due to increases in advances to airlines and increases in other receivables.

As of March 31, 2018, MMT India had the following facilities available in India from IndusInd Bank: (i) an unsecured overdraft facility with one-way inter-changeability for issuing IATA bank guarantee for up to Rs. 150 million (approximately \$2.30 million) with primary security as exclusive charge over the entire assets of MMT India and (ii) an overdraft facility of Rs.200 million (approximately \$3.07 million) with one way inter-changeability for issuing IATA Bank Guarantee for up to Rs.150 million (approximately \$2.30 million) against credit card receivables along with charge on entire assets of the Company and direct payment routing confirmation of entire receivables from American Express Credit Card, with IndusInd Bank. As of March 31,

2018, no amount was outstanding under Overdraft facilities and sub-limits to the extent of Rs.155.3 million (approximately \$2.39 million) were outstanding towards issuance of IATA Bank Guarantee. As of March 31, 2018, ibibo India did not have any facilities outstanding as the limits were utilized from IndusInd Bank on behalf of MMT India for issuing bank guarantees to IATA and various hotels and package suppliers amounting to INR 472 million (approximately \$7.25 million).

From time to time, we are also required by certain international and Indian airlines, hotels and packages suppliers, as well as certain aggregators from whom we obtain hotel inventory and other travel suppliers, to obtain bank guarantees/letters of credit to secure our obligations to them. As of March 31, 2018, MMT India had available sanctioned bank guarantee limits of (i) Rs. 1,650 million (approximately \$25.34 million) from IndusInd Bank against exclusive charge on the assets along with corporate guarantee from MakeMyTrip. As of March 31, 2018, an aggregate of Rs. 1,805.3 million (approximately \$27.73 million) of bank guarantees were utilized which includes Rs. 155.3 (approximately \$2.39 million) utilized from sub-limits of Overdraft facility, including (i) Rs. 1804.1 million (approximately \$27.71 million) from IndusInd Bank and (ii) Rs. 1.12 million (approximately \$0.02 million) from HDFC Bank, respectively, but no demand had been made against any of these guarantees. As of March 31, 2018, ibibo India had not got any bank facilities sanctioned but IndusInd had issued guarantees to IATA and various hotels and package suppliers amounting to Rs. 472 Million (approximately \$7.25 Million) from the limits sanctioned to MMT, India. In addition, ibibo India has also obtained certificates of deposits for \$0.11 million for availing credit card facility from HDFC and Amex Bank Corp respectively; and towards issuing Bank Guarantees to State Transport Corporations from Yes Bank against 100% cash margin as fixed deposits.

In addition, MMT Inc. and ITC Group had obtained certificates of deposit totaling \$0.12 million and \$0.87 million, respectively, for the purposes of providing guarantees to various international airlines. Additionally, Luxury Tours had obtained certificates of deposit totaling \$0.44 million for purpose of providing guarantees to various hotels and packages suppliers. HT Group also had obtained certificates of deposit totaling to \$0.25 million from CITI Bank Singapore for availing virtual credit card facility.

Apart from the foregoing borrowings, we have no outstanding bank loans or financial guarantees or similar commitments to guarantee our payment obligations or those of third parties.

We believe that our current cash and cash equivalents and cash flow from operations will be sufficient to meet our anticipated regular working capital requirements and our needs for capital expenditures, for the next 12 months. We may, however, require additional cash resources due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue.

The following table sets forth the summary of our cash flows for the periods indicated:

	Fiscal Year Ended March 31,		
	2016	2017	2018
	(in millions)		
Net cash generated from/(used in) operating activities	\$ (66.0)	\$ (108.5)	\$ (125.5)
Net cash generated from/(used in) investing activities	(103.6)	163.0	(115.1)
Net cash generated from/(used in) financing activities	164.6	2.2	327.9
Net increase/(decrease) in cash and cash equivalents	(5.0)	56.7	87.3
Cash and cash equivalents at beginning of year	49.9	46.3	101.7
Effect of exchange rate fluctuations on cash held	1.4	(1.3)	(1.4)
Cash and cash equivalents at end of year	46.3 (1)	101.7 (2)	187.6 (3)

Notes:

- (1) Excludes \$169.3 million of term deposits not classified as “cash and cash equivalents.” As of March 31, 2016, we had \$7.2 million outstanding under our overdraft facilities.

- (2) Excludes \$95.7 million of term deposits not classified as “cash and cash equivalents.” As of March 31, 2017, we did not have any amounts outstanding under our overdraft facilities.
- (3) Excludes \$202.3 million of term deposits not classified as “cash and cash equivalents.” As of March 31, 2018, we did not have any amounts outstanding under our overdraft facilities.

#### *Net Cash Generated From/(Used In) Operating Activities*

Our net cash used in operating activities was \$125.5 million in fiscal year 2018, as compared to net cash used in operating activities of \$108.5 million in fiscal year 2017, an increase of \$17.0 million in fiscal year 2018. Our net loss adjusted for depreciation, amortization and impairment and other non-cash items was \$141.4 million in fiscal year 2018 as compared to \$78.8 million in fiscal year 2017. Further, in fiscal year 2018, there was a decrease in our working capital of \$16.0 million as compared to an increase in working capital of \$29.6 million in fiscal year 2017. The working capital decrease in fiscal year 2018 was primarily due to an increase of \$62.4 million in trade and other payables offset by a decrease of \$48.5 million in trade and other receivables and other assets.

Our net cash used in operating activities was \$108.5 million in fiscal year 2017, as compared to net cash used in operating activities of \$66.0 million in fiscal year 2016, an increase of \$42.5 million in fiscal year 2017. Our net loss adjusted for depreciation, amortization and impairment and other non-cash items was \$78.8 million in fiscal year 2017 as compared to \$42.7 million in fiscal year 2016. Further, in fiscal year 2017, there was an increase in our working capital of \$29.6 million as compared to an increase in working capital of \$23.3 million in fiscal year 2016. The working capital increase in fiscal year 2017 was primarily due to a decrease of \$33.9 million in trade and other payables and other customer advances in the Hotel Travel Group partially offset by a decrease of \$4.9 million in advances to suppliers in our hotel segment.

Our net cash used in operating activities was \$66.0 million in fiscal year 2016, as compared to net cash generated from operating activities of \$10.8 million in fiscal year 2015, a decrease of \$76.8 million in fiscal year 2016. Our net loss adjusted for depreciation, amortization and impairment and other non-cash items was \$42.7 million in fiscal year 2016. Further, in fiscal year 2016, there was an increase in our working capital of \$23.3 million as compared to a decrease in working capital of \$5.0 million in fiscal year 2015. The working capital increase in fiscal year 2016 was primarily due to a \$10.5 million increase in non-current assets related to payment of indirect tax demand on our Indian subsidiary under protest and an increase of \$6.7 million in advances to suppliers particularly in our hotels segment, including advances to airlines for fiscal year 2017, as well as a \$6.6 million decrease in trade and other payables and other customer advances due to a decrease in business volume from [www.easytobook.com](http://www.easytobook.com), one of our online hotel reservation portals.

#### *Net Cash Generated From/(Used In) Investing Activities.*

In fiscal year 2018, cash used in investing activities was \$115.1 million. We redeemed term deposits with banks amounting to \$115.1 million (computed using average exchange rates for the period) for investment and working capital purposes and received interest on our term deposits of \$3.0 million. We also invested \$221.6 million (computed using average exchange rates for the period) in term deposits with banks, \$4.3 million in property plant and equipment and \$7.8 million in software and technology-related development costs.

In fiscal year 2017, cash generated from investing activities was \$163.0 million. We received cash of \$82.8 million in connection with a working capital adjustment as part of our acquisition of the ibibo Group and \$20.0 million in working capital of the ibibo Group. We redeemed term deposits with banks amounting to \$83.6 million (computed using average exchange rates for the period) for investment and working capital purposes and received interest on our term deposits of \$2.5 million. We also invested \$10.0 million (computed using average exchange rates for the period) in term deposits with banks, \$8.8 million in property plant and equipment, \$6.2 million in software and technology-related development projects and \$1.1 million in equity-accounted investees.

In fiscal year 2016, cash used in investing activities was \$103.6 million. We redeemed term deposits with banks amounting to \$63.4 million (computed using average exchange rates for the period) for investment and working capital purposes and received interest on our term deposits of \$2.9 million. We also invested \$140.0 million (computed using average exchange rates for the period) in term deposits with banks, \$5.7 million in property plant and equipment, \$5.4 million in software and technology-related development projects and \$17.8 million in equity-accounted investees.

#### *Net Cash Generated From/(Used In) Financing Activities.*

In fiscal year 2018, cash generated from financing activities was \$327.9 million, primarily as a result of cash proceeds of \$330.0 million from the issue of share capital in a private placement in May 2017. Further, the direct cost incurred in relation to the private placement was \$4.1 million. We also made payments of \$0.9 million as interest and our other finance charges.

In fiscal year 2017, cash generated from financing activities was \$2.2 million, primarily as a result of cash proceeds of \$8.6 million from the issuance of additional ordinary shares as part of the consideration we paid for our acquisition of the ibibo Group. Further, we made payments of \$4.5 million as interest on convertible notes and our other finance charges and repurchased 144,131 of our own ordinary shares for \$2.1 million.

In fiscal year 2016, cash generated from financing activities was \$164.6 million, primarily as a result of proceeds from the issuance of convertible notes of \$180.0 million. Further, we made payments of \$0.9 million as interest on bank overdrafts and our other finance charges, repurchased 768,357 of our own ordinary shares for \$11.1 million, paid \$2.7 million for direct costs related to convertible notes and paid \$0.9 million for acquisition of non-controlling interests.

#### **Capital Expenditures**

Historically, our sources of liquidity have principally been proceeds from the sale of our convertible preferred shares, convertible notes and ordinary shares, bank overdrafts and working capital facilities and cash flows from operations. In fiscal year 2016, we issued \$180.0 million of 4.25% convertible notes due 2021 to Ctrip, which were converted into ordinary shares in October 2016. In fiscal year 2018, we completed a private placement of 5,500,000 of our ordinary shares to various investors (including 916,666 of our ordinary shares to Ctrip) at a price of \$36.00 per ordinary shares and 3,666,667 of our Class B Shares to MIH Internet at a price of \$36.00 per Class B Shares, which resulted in gross proceeds of \$330 million.

We incurred capital expenditures of \$11.1 million, \$15.0 million and \$12.1 million in fiscal years 2016, 2017 and 2018, respectively. As of March 31, 2018, we had committed capital expenditures of \$0.05 million for fiscal year 2018, substantially all of which we expect to spend in India. In addition, we expect to spend an additional approximately \$12.0 million to \$15.0 million on capital expenditures during fiscal year 2019. Our capital expenditures have principally consisted of purchases of servers, workstations, computers, computer software, leasehold improvements and other items related to our technology platform and infrastructure, upgrading of/additions to our websites and mobile platforms.

#### **Off-Balance Sheet Arrangements**

As of March 31, 2018, MMT India had obtained Rs.1,805 million (approximately \$27.72 million) in bank guarantees, primarily from IndusInd Bank in favor of IATA and other suppliers, against any payment default by us to all airlines participating in IATA's bill settlement plan. Out of the total amount of Rs.1,805 million (approximately \$27.72 million) in bank guarantees, Rs.472 million (approximately \$7.25 million) have been issued on behalf of ibibo India where limits from us have been utilized from IndusInd Bank. Additionally, ibibo India has obtained certificates of deposits for \$0.11 million for utilizing credit card facilities from HDFC and Amex Bank Corp respectively; and towards issuing bank guarantees to state transport corporations from Yes Bank. Further, our holding company and the ITC Group also obtained certificates of deposit totaling \$0.12 million and \$0.87 million, respectively, for the purposes of providing guarantees to various international airlines. Additionally, Luxury Tours had obtained certificates of deposit totaling \$0.44 million for the purpose of providing guarantees to various hotels and packages suppliers and the HT Group also had obtained certificates of deposit totaling to \$0.25 million from CITI Bank Singapore for utilizing a virtual credit card facility. Apart from the foregoing, we do not have any outstanding off-balance sheet derivative financial instruments, guarantees, interest rate swap transactions or foreign currency forward contracts. We do not engage in trading activities involving non-exchange traded contracts.

## Contractual Obligations

The following table sets forth our contractual obligations as of March 31, 2018. Other than the obligations specified below, we do not have any long-term commitments:

Contractual Obligations	Payment Due by Period				
	Total	Less than 1 year	1-3 years (in thousands)	3-5 years	More than 5 years
Secured bank loan (1)	\$ 756	\$ 279	\$ 361	\$ 107	\$ 9
Principal	652	228	315	101	8
Interest	104	51	46	6	1
Operating lease obligations (2)	41,868	5,072	9,298	7,717	19,781
Purchase obligations (3)	9,282	7,783	1,460	39	—
Employee benefits (4)	3,721	—	—	—	—

Notes:

- (1) Secured bank loans relate to loan for motor vehicles used in our business.
- (2) Operating lease obligations relate to our leasing arrangements for our various office premises.
- (3) We enter into purchase orders from time to time for various equipment or other requirements for our business.
- (4) Employee benefits in the statement of financial position include \$3.7 million in respect of employee benefit obligations. For this amount, the extent of the amount and timing of repayment/settlement is not reliably estimable or determinable at present and accordingly has not been disclosed in the table above.

## Inflation

The CIA World Factbook estimates that consumer inflation in India was 5.6% in 2016 and 3.8% in 2017. For more information, see “Risk Factors — Risks Related to Operations in India — As the Domestic Indian Market Constitutes a Significant Source of Our Revenue, a Slowdown in Economic Growth in India Could Cause Our Business to Suffer.”

## Quantitative and Qualitative Disclosures about Market Risk

Our business activities are exposed to a variety of market risks, including credit risk, foreign exchange risk and interest rate risk.

**Credit Risk.** Financial instruments that potentially subject us to concentrations of credit risk consist principally of term deposits, cash equivalents, and trade and other receivables. By their nature, all such financial instruments involve risks, including the credit risk of non-performance by counterparties. Our cash equivalents, bank balances and term deposits are placed with banks with high investment grade credit ratings, and our term deposits may be withdrawn at any time prior to maturity except that this would result in a lower interest rate. Trade and other receivables are typically unsecured and arise mainly from commissions and incentive payments owing to us from our airline suppliers, receivables from our hotel suppliers which represent amounts owing to us from deposits we place with such hotels, and receivables from our corporate and retail customers to whom we typically extend credit periods. We review the credit worthiness of our clients to whom we have granted credit terms in the normal course of the business. We believe there is no significant risk of loss in the event of non-performance of the counterparties to these financial instruments, other than the amounts already provided for in our financial statements. See note 35 to our audited consolidated financial statements included elsewhere in this Annual Report for additional information relating to our exposure to credit risk.

**Foreign Exchange Risk.** We are exposed to movements in currency exchange rates, primarily those related to the US dollar and the Indian Rupee. As the functional currency of MMT India and ibibo India, our key operating subsidiaries, is the Indian Rupee, our exposure to foreign exchange risk primarily arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade and other payables and cash and cash equivalents, which were \$11.2 million, \$99.2 million and \$1.3 million, respectively, as of March 31, 2018. Based on our operations in fiscal year 2018, a 10.0% appreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have increased our loss for fiscal year 2018 by \$8.3 million. Similarly, a 10.0% depreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have decreased our loss for fiscal year 2018 by \$8.3 million.



We are also exposed to movements between the US dollar and the Indian Rupee in our US and UAE operations, as 1.1%, 0.2% and 0.1% of our revenue for fiscal years 2016, 2017 and 2018, respectively, was generated by MMT India from their air ticketing businesses and received in US dollars, although our expenses are generally incurred in Indian Rupees. Additionally, we receive revenue from our hotels and packages business in Indian Rupees, but a portion of our expenses in this segment (those relating to outbound packages from India in particular) could be incurred in a non-Indian currency. We currently do not have any hedging agreements or similar arrangements with any counter-party to cover our exposure to any fluctuations in foreign exchange rates. Fluctuation in the Indian Rupee-US dollar exchange rate could have a material adverse effect on our business and our financial condition and results of operations as reported in US dollars. For more information, see “Risk Factors — Risks Related to Us and Our Industry — Our Results of Operations are Subject to Fluctuations in Currency Exchange Rates.”

*Interest Rate Risk.* Our exposure to interest rate risk for changes in interest rates relates primarily to our term deposits and bank overdrafts. As of March 31, 2018, we had fixed rate financial instruments consisting of \$282.5 million of term deposits and no amounts outstanding on variable rate financial instruments. As of March 31, 2017, we had fixed rate financial instruments consisting of \$115.7 million of term deposits and no amounts outstanding on variable rate financial instruments. We have not used any derivative financial instruments to hedge interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. Our future interest income and financing cost may fluctuate in line with changes in interest rates. An increase or decrease in interest rates as of March 31, 2017 and 2018 would not have affected our profit or loss and would not have had any impact on our equity as we had no amounts outstanding on variable rate financial instruments.

### **Certain Non-IFRS Measures**

In addition to referring to Revenue less Service Cost, we also refer to Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share which are non-IFRS measures and most directly comparable to results from operating activities, profit (loss) and diluted earnings (loss) per share for the year, respectively, each of which is an IFRS measure.

As certain parts of our revenues are recognized on a “net” basis and other parts of our revenue are recognized on a “gross” basis, we evaluate our financial performance based on Revenue less Service Cost, which is a non-IFRS measure, as we believe that Revenue less Service Cost reflects more relevant information about the value addition of the travel services that we provide to our customers. Income from packages, including income on airline tickets sold to customers as a part of tours and packages is accounted for on a gross basis since we are the primary obligor in the arrangement and assume the risks and responsibilities, including the responsibility for delivery of services. Revenue from the packages business which is accounted for on a “gross” basis represents the total amount paid by customers for these travel services and products, while our cost of procuring the relevant services and products for sale to our customers in this business is classified as service cost.

We believe that Revenue less Service Cost reflects more accurately the value addition of the travel /services that we provide to customers in our packages business where we are the primary obligor and is similar to the revenue on a “net” basis for our air ticketing and hotels business where we act as an agent. Our Revenue less Service Cost may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation. The presentation of this non-IFRS information is not meant to be considered in isolation or as a substitute for our consolidated financial results prepared in accordance with IFRS as issued by the IASB.

We use financial measures that exclude share-based compensation expense, all merger and acquisitions related expenses, amortization of acquired intangibles, impairment of intangible assets and change in financial liability relating to acquisitions for our internal management reporting, budgeting and decision making purposes, including comparing our operating results to that of our competitors. Because of varying available valuation methodologies and subjective assumptions that companies can use when adopting IFRS 2 “Share based payment,” management believes that providing non-IFRS financial measures that exclude such expenses allows investors to make additional comparisons between our operating results and those of other companies. We believe that our current calculations of Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss), Revenue less Service Cost, Net Revenue Margins and Adjusted Diluted Earnings (Loss) per Share represent a balanced approach to adjusting for the impact of certain discrete, unusual or non-cash items which are useful in measuring our results and provide investors and analysts a more relevant representation of our operating results. We believe that investors and analysts use these non-IFRS measures to compare our company and our

performance to that of our global peers. However, the presentation of these non-IFRS measures are not meant to be considered in isolation or as a substitute for our consolidated financial results prepared in accordance with IFRS as issued by the IASB. These non-IFRS measures may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation. The IFRS measures most directly comparable to Adjusted Operating Profit (Loss) and Adjusted Net Profit (Loss) are results from operating activities and profit (loss) for the period, respectively.

A limitation of using Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share instead of operating profit (loss), net profit (loss) and diluted earnings (loss) per share calculated in accordance with IFRS as issued by the IASB is that these non-IFRS financial measures exclude a recurring cost, namely share-based compensation. Management compensates for this limitation by providing specific information on the IFRS amounts excluded from Adjusted Operating Profit (Loss), Adjusted Net Profit (Loss) and Adjusted Diluted Earnings (Loss) per Share. The presentation of these non-IFRS measures is not meant to be considered in isolation or as a substitute for our consolidated financial results prepared in accordance with IFRS as issued by the IASB.

The following table reconciles our revenue (an IFRS measure) to Revenue less Service Cost (a non-IFRS measure):

	Air Ticketing			Hotels and Packages			Other Revenue			Total		
	Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,			Fiscal Year Ended March 31,		
	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018
	(in thousands except percentages)											
Revenue as per IFRS	\$ 78,172	\$ 118,514	\$ 167,391	\$ 251,713	\$ 314,254	\$ 439,963	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 675,256
Add: Promotion expenses recorded as a reduction of revenue	—	—	34,673	—	—	43,068	—	—	—	—	—	77,741
	\$ 78,172	\$ 118,514	\$ 202,064	\$ 251,713	\$ 314,254	\$ 483,031	\$ 6,169	\$ 14,848	\$ 67,902	\$ 336,054	\$ 447,616	\$ 752,997
Less: Service Cost	1,770	—	—	165,264	173,919	169,347	—	—	6,530	167,034	173,919	175,877
<b>Revenue less Service Cost</b>	<b>\$ 76,402</b>	<b>\$ 118,514</b>	<b>\$ 202,064</b>	<b>\$ 86,449</b>	<b>\$ 140,335</b>	<b>\$ 313,684</b>	<b>\$ 6,169</b>	<b>\$ 14,848</b>	<b>\$ 61,372</b>	<b>\$ 169,020</b>	<b>\$ 273,697</b>	<b>\$ 577,120</b>
<b>% of total Revenue less Service Cost</b>	<b>45.2%</b>	<b>43.3%</b>	<b>35.0%</b>	<b>51.1%</b>	<b>51.3%</b>	<b>54.4%</b>	<b>3.7%</b>	<b>5.4%</b>	<b>10.6%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

The IFRS measures most directly comparable to “Adjusted Operating Profit (Loss),” “Adjusted Net Profit (Loss)” and “Adjusted Diluted Earnings (Loss) per Share” are results from operating activities, profit (loss) for the year and diluted earnings (loss) per share, respectively.

The following table reconciles our results from operating activities (an IFRS measure) to Adjusted Operating Profit (Loss) (a non-IFRS measure) for the periods indicated:

Reconciliation of Adjusted Operating Profit (Loss)	Fiscal Year Ended March 31,		
	2016	2017	2018
	(in millions)		
Results from operating activities as per IFRS	\$ (66.8)	\$ (135.0)	\$ (219.4)
Add: Employee share-based compensation costs	13.7	26.8	44.9
Less: Income on license acquired	(0.9)	—	—
Add: Impairment of intangible assets	2.2	15.2	2.9
Add: Merger and acquisitions related expenses	0.2	6.0	—
Add: Severance cost related to a prior acquisition	—	—	2.2
Add: Acquisition related intangibles amortization	1.5	3.7	14.7
<b>Adjusted Operating Profit (Loss)</b>	<b>\$ (50.1)</b>	<b>\$ (83.7)</b>	<b>\$ (154.8)</b>

The following table reconciles our profit (loss) for the year (an IFRS measure) to Adjusted Net Profit (Loss) (a non-IFRS measure) for the periods indicated:

**Reconciliation of Adjusted Net Profit (Loss)**

	Fiscal Year Ended March 31,		
	2016	2017	2018
	(in millions)		
Profit (Loss) for the year as per IFRS	\$ (88.5)	\$ (110.3)	\$ (220.2)
Add: Employee share-based compensation costs	13.7	26.8	44.9
Less: Income on license acquired	(0.9)	—	—
Add: Impairment of intangible assets	2.2	15.2	2.9
Add: Acquisition related intangibles amortization	1.5	3.7	14.7
Add: Severance cost related to a prior acquisition	—	—	2.2
Add: Share of loss of equity-accounted investees	1.9	1.7	2.0
Add/Less: Net change in fair value of derivative financial instrument	9.3	(42.4)	—
Add: Merger and acquisitions related expenses	0.2	6.0	—
Add: Direct cost related to Convertible notes	0.7	—	—
Add: Impairment in respect of an equity-accounted investee	0.9	—	—
Add: Net change in value of financial liability related to business combination	0.5	—	—
Add: Income tax expense	0.2	0.2	0.1
<b>Adjusted Net Profit (Loss)</b>	<b>\$ (58.3)</b>	<b>\$ (99.2)</b>	<b>\$ (153.5)</b>

The following table reconciles our diluted earnings (loss) per share for the year (an IFRS measure) to Adjusted Diluted Earnings (Loss) per Share (a non-IFRS measure) for the periods indicated:

**Reconciliation of Adjusted Diluted Earnings (Loss) per Share**

	Fiscal Year Ended March 31,		
	2016	2017	2018
	(in US\$)		
Diluted Earnings (Loss) per share for the year as per IFRS	\$ (2.12)	\$ (2.09)	\$ (2.18)
Add: Employee share-based compensation costs	0.33	0.51	0.44
Less: Income on license acquired	(0.02)	—	—
Add: Impairment of intangible assets	0.05	0.29	0.03
Add: Acquisition related intangibles amortization	0.04	0.07	0.14
Add: Severance cost related to a prior acquisition	—	—	0.02
Add: Share of loss of equity-accounted investees	0.05	0.03	0.02
Add/Less: Net change in fair value of derivative financial instrument	0.22	(0.80)	—
Add: Merger and acquisitions related expenses	—	0.11	—
Add: Direct cost related to Convertible notes	0.02	—	—
Add: Impairment in respect of an equity-accounted investee	0.02	—	—
Add: Net change in value of financial liability related to business combination	0.01	—	—
Add: Income tax expense	*	*	*
<b>Adjusted Diluted Earnings (Loss) per Share</b>	<b>\$ (1.40)</b>	<b>\$ (1.88)</b>	<b>\$ (1.53)</b>

Note:

\* Less than \$0.01.

## **New Accounting Standards and Interpretations Not Yet Adopted**

### **IFRS 9 Financial Instruments:**

IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted and is applied retrospectively, except for the hedge accounting requirements which are applied prospectively.

We do not expect the standard to materially impact the measurement of either our financial liabilities or our financial assets. However, certain assets which are carried at fair value through other comprehensive income under IAS 39 will now be fair valued through profit and loss under IFRS 9. Further, we will make the irrevocable election upon adoption of IFRS 9 to classify available-for-sale equity instruments at fair value through other comprehensive income, as a result of which unrealized gains and losses which we currently recognize in our consolidated statement of other comprehensive income will not be any longer recycled to the consolidated statement of profit or loss upon disposal.

Under IFRS 9, the impairment of financial assets is measured under the 'Expected Credit Loss' model, which uses a dual measurement approach, under which the loss allowance is measured as either twelve month expected credit losses or lifetime expected credit losses. The change in the impairment model will not have a material impact on our financial statements.

Changes in accounting policies resulting from adoption of IFRS 9 will be applied retrospectively as of April 1, 2018, but with no restatement of comparative information for prior years.

### **IFRS 15 Revenue from Contracts with Customers:**

IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

We have undertaken the review of the new standard and has concluded that application of the new standard will not have a material impact on the consolidated results or financial position, except for reclassification effects within our consolidated statement of profit or loss and other comprehensive income (loss) identified below:

Certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various booking platforms such as upfront cash incentives and select loyalty programs cost, which previously were recorded as marketing and sales promotion costs will now be recorded as a reduction of revenue. Due to changing competitive dynamics and seasonality in the business, we cannot reasonably estimate the financial statements reclassification impact of this change after adoption.

We will adopt the standard using the cumulative effect method, with the effect of initially applying this standard recognized at the date of initial application (i.e. April 1, 2018). As a result, we will not apply the requirements of IFRS 15 to the comparative periods presented.

We will continue to publish our financial performance based on Revenue less Service Cost, which is a non-IFRS measure, as we believe that Revenue less Service Cost reflects more relevant information regarding the value addition of the travel services that we provide to our customers. Revenue less Service Cost is calculated as revenue as per IFRS to which certain promotion expenses recorded as a reduction of revenue are added back, and cost for the acquisition of relevant services and products for sale to customers are deducted. For more information on Revenue less Service Cost, see "About Non-IFRS Financial Measures."

### **IFRS 16 Leases:**

On January 13, 2016, the International Accounting Standards Board issued the final version of IFRS 16, Leases. IFRS 16 will replace the existing leases standard, IAS 17, Leases, and related interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for lessees and lessors. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to our statement of profit or loss and other comprehensive income (loss). IFRS 16 also contains enhanced disclosure requirements for lessees. The effective date for adoption of IFRS 16 is annual

periods beginning on or after January 1, 2019, though early adoption is permitted for companies applying IFRS 15 Revenue from Contracts with Customers. We are in the process of assessing the impact of IFRS 16 on the consolidated results of operations, cash flows, financial position and disclosures.

**IFRIC 23, Uncertainty over Income Tax Treatments** : In June 2017, the International Accounting Standards Board issued IFRIC 23, Uncertainty over Income Tax Treatments. IFRIC 23 is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12.

According to IFRIC 23, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition:

- Full retrospective approach — Under this approach, IFRIC 23 will be applied retrospectively to each prior reporting period presented in accordance with IAS 8 — Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying IFRIC 23 recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of IFRIC 23 is annual periods beginning on or after January 1, 2019, though early adoption is permitted. We are in the process of assessing the impact of IFRIC 23 on our consolidated financial statements.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

Our board of directors consists of 10 directors.

The table below sets forth the name, age and position of each of our directors, executive officers and key employees as of the date hereof. Unless otherwise indicated, the business address of our directors and executive officers is 19<sup>th</sup> Floor, Building No. 5, DLF Cyber City, Gurugram, 122002, India.

Name	Age	Position/Title
<b>Directors: (1)</b>		
Deep Kalra	48	Director, Group Chairman and Group Chief Executive Officer
Rajesh Magow	49	Director and Chief Executive Officer — India
Aditya Tim Guleri	53	Independent Director
Vivek N. Gour	55	Independent Director
Gyaneshwarnath Gowrea	52	Director
James Jianzhang Liang	48	Director
Oliver Minh Rippel	41	Director
Pat Luke Kolek	47	Director
Charles St Leger Searle	54	Director
Paul Laurence Halpin	59	Independent Director

### Executive Officers: (2)

Mohit Kabra	47	Group Chief Financial Officer
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Notes:

- (1) Yuvraj (Raj) Thacoor resigned from our board of directors with effect from April 30, 2018. Paul Laurence Halpin was appointed to our board of directors with effect from April 30, 2018, as nominee of MIH Internet. Our board of directors has determined that Mr. Halpin is an independent director within the meaning of the Nasdaq Rules.
- (2) Ashish Kashyap ceased to be an executive officer with effect from September 30, 2017.

## Directors

*Deep Kalra* is our founder, group chairman and group chief executive officer and was appointed to our board of directors on October 9, 2001. Mr. Kalra's responsibilities as group chief executive officer include executing our business strategy and managing the overall performance and growth of our company. Mr. Kalra has over 26 years of work experience in e-commerce, sales, marketing, corporate banking, financial analysis and senior management roles. Prior to founding our company in April 2000, Mr. Kalra worked with GE Capital India, a subsidiary of the General Electric Company, where he was vice president, business development. Prior to that, he also worked with AMF Bowling Inc. and ABN AMRO Bank NV. Mr. Kalra serves on the board of a The IndUS Entrepreneurs' New Delhi – NCR Chapter, a global, not-for-profit organization focused on promoting entrepreneurship, and was their immediate past president. He is a co-founder of Ashoka University, a liberal arts college in Sonapat, near New Delhi and serves on their board and governing council. Mr. Kalra holds a Bachelor's degree in Economics from St. Stephen's College, Delhi University, India, and a Master's degree in Business Administration from the Indian Institute of Management, Ahmedabad, India.

*Rajesh Magow* is our co-founder and chief executive officer — India and was appointed to our board of directors on November 6, 2012. Mr. Magow has also previously held the positions of chief financial officer and chief operating officer at our company. Mr. Magow has over 25 years of experience in the information technology and Internet industries. After having been a part of our senior management team in 2001 for a few months, Mr. Magow worked as a part of senior management at Tecnovate eSolutions Private Limited, a wholly-owned subsidiary of eBookers.com (a United Kingdom-based online travel company that was listed on NASDAQ until it was acquired by the Cendant group in February 2005) from 2001 to June 2006. Before leaving Tecnovate eSolutions, he was the acting chief executive officer of the company. Mr. Magow was part of the senior management team that set up eBookers' call center and back office operations in India and was a board member of Tecnovate from January 2001 to June 2006. Prior to Tecnovate, he also worked with Aptech Limited and Voltas Limited. Mr. Magow rejoined our company in 2006. He also served on the board of Flipkart Limited as an independent director from March 2011 to May 2015 and was again appointed as an independent director in June 2017. Mr. Magow is a qualified chartered accountant from the Institute of Chartered Accountants of India.

*Aditya Tim Guleri* was appointed to our board of directors on April 3, 2007 as a nominee of Sierra Ventures VIII-A, L.P., Sierra Ventures VIII-B, L.P. and Sierra Ventures Associates VIII, LLC, or the Sierra Ventures entities. He has remained on our board following the lapse of Sierra Ventures entities' right of nomination upon the completion of our initial public offering in August 2010. Mr. Guleri is a Managing Director of Sierra Ventures. Mr. Guleri's investment focus is information technology software companies. Additionally, Mr. Guleri has helped execute Sierra's India strategy and investments. As a venture capitalist, Mr. Guleri has helped to complete strategic exits from numerous companies including several public companies. Mr. Guleri currently serves on the board of directors of Alpine Data Labs, Hired, LeadGenius, Nexenta, Phenom People, Shape Security, Townsquared, Treasure Data and Zycada. Prior to Sierra, Mr. Guleri founded and served as chief executive officer of Octane Software from 1996 to 2000. He successfully led Octane's merger with Epiphany (NASDAQ: EPNY) in 2000. Before Octane, Mr. Guleri was vice president of field operations at Scopus Technology. Mr. Guleri holds a Master of Science degree in Engineering and Operating Research from Virginia Polytechnic Institute and State University; and a Bachelor of Science degree in Electrical Engineering from Punjab Engineering College, Chandigarh, India. The business address of Mr. Guleri is 2884 Sand Hill Road, Suite 100, Menlo Park, CA 94025, United States.

*Vivek N. Gour* was appointed to our board of directors on May 1, 2010. He was the managing director of Air Works India Engineering Pvt Ltd. from November 2010 till February 2018. Prior to joining our board of directors, Mr. Gour was the chief financial officer and principal accounting officer of Genpact Limited from January 2005 to February 2010; Genpact is listed on the New York Stock Exchange. From October 2003 to December 2004, Mr. Gour served as chief financial officer for GE Capital Business Processes. From October 2002 to September 2003, he served as chief financial officer of GE Capital India and GE Capital International Services. Mr. Gour has a Bachelor of Commerce degree from Mumbai University, India, and a Master of Business Administration from Delhi University, India. The business address of Mr. Gour is 1203 Magnolias, DLF Golf Link, Gurugram – 122009, Haryana, India.

*Gyaneshwarnath Gowrea* was appointed to our board of directors on February 11, 2009 and is one of our resident directors in Mauritius. Mr. Gowrea is the chairman of the taxation sub-committee of Global Finance Mauritius, vice chairman of the International Fiscal Association (Mauritius Branch) and an international tax affiliate of the Chartered Institute of Taxation. He was the managing director of Multiconsult Limited from 2009 to 2011. From 2007 to 2008, he was director of AAA Global Services Ltd. and from 1999 to 2006 he was a manager with Cim Global Business. Mr. Gowrea completed his secondary education at John Kennedy College in Mauritius and holds a Master of Science in Accounting from De Monfort University in Leicester, UK and a

Diploma in International Taxation. In addition, he holds various professional qualifications, including being a fellow of the Association of Chartered Certified Accountants, United Kingdom, a fellow member of the Mauritius Institute of Directors and a member of Society of Trust and Estate Practitioners, United Kingdom. Mr. Gowrea is also a member of the Board of the Mauritius Institute of Directors, or the MIOD and chairs the Audit and Risk Committee of the MIOD. The business address of Mr. Gowrea is c/o SGG Corporate Services (Mauritius) Limited, 33 Edith Cavell Street, Port Louis, Mauritius.

*James Jianzhang Liang* was appointed to our board of directors on January 27, 2016, as a nominee of Ctrip. He is one of the co-founders of Ctrip and is currently serving as the chairman of its board of directors. Prior to founding Ctrip, Mr. Liang held a number of technical and managerial positions with Oracle Corporation from 1991 to 1999 in the United States and China, including the head of the ERP consulting division of Oracle China from 1997 to 1999. Mr. Liang currently serves on the boards of Tuniu (NASDAQ: TOUR) and SINA Corporation (NASDAQ: SINA). Mr. Liang received his Ph.D. degree from Stanford University and his Master's and Bachelor's degrees from Georgia Institute of Technology. He also attended an undergraduate program at Fudan University. The business address of Mr. Liang is Building 16, SKY SOHO, No. 968 Jinzhong Road, Shanghai, PRC 200335.

*Oliver Minho Rippel* was appointed to our board of directors on January 31, 2017, as a nominee of MIH Internet. He is chief executive officer of B2C e-commerce for Naspers which includes retail, marketplaces and travel. He joined Naspers in January 2009 as head of business development in Southeast Asia before managing e-commerce in Africa and Middle East shortly thereafter. From 2011 to 2014 he oversaw e-commerce in Southeast Asia, India and Africa. Between 2014 and 2015, he was managing online services segments including e-tail outside of Europe, travel, real estate, and mobile services. Before working for Naspers Limited, Mr. Rippel spent nine years at eBay – first in his home country Germany and then as part of the Asia-Pacific region in China, Korea, and South-East Asia. There, he mostly focused on strategy and business development, as well as category management and marketing operations. Mr. Rippel studied economics in Berlin, Germany. The business address of Mr. Rippel is Unit 13-10, Parkview Square, 600 North Bridge Road, Singapore.

*Pat Luke Kolek* was appointed to our board of directors on January 31, 2017, as a nominee of MIH Internet. He joined Naspers in 2014 as chief financial officer of e-commerce and was appointed chief operating officer of Naspers in July 2016. As group chief operating officer, Mr. Kolek is focused on aligning group strategy with company objectives, leading core business activities and strategic initiatives such as large acquisitions and divestitures. Mr. Kolek has more than 20 years' experience in executing business growth and development strategies for hyper growth organizations. Prior to joining Naspers, Mr. Kolek spent 10 years at eBay, most recently as vice president and chief financial officer of eBay International and previously as the chief operating officer of eBay Classifieds. Mr. Kolek holds a bachelor's degree in commerce from Santa Clara University and is a certified public accountant. The business address of Mr. Kolek is Taurusavenue 105, 2132 LS, Hoofddorp, The Netherlands.

*Charles St Leger Searle* was appointed to our board of directors on January 31, 2017, as a nominee of MIH Internet. He is the chief executive officer of Naspers Internet Listed Assets. Mr. Searle serves on the board of several companies associated with the Naspers Group, including Tencent Holdings Limited, listed on the Stock Exchange of Hong Kong, and Mail.ru Group Limited that is listed on the London Stock Exchange. Prior to joining the Naspers Group in Hong Kong, he held positions at Cable & Wireless plc and at Deloitte & Touche in London and Sydney. Mr. Searle is a graduate of the University of Cape Town and a member of the Institute of Chartered Accountants in Australia and New Zealand. Mr. Searle has more than 22 years of international experience in the telecommunications and internet industries. The business address of Mr. Searle is Room 2908, 29/F, Three Pacific Place, 1 Queen's Road East, Hong Kong.

*Paul Laurence Halpin* was appointed to our board of directors on April 30, 2018. Mr. Halpin currently serves as the general representative for Lloyd's of London in Mauritius. Mr. Halpin held various leadership positions in the financial services industry at PricewaterhouseCoopers from 1979 until 2004. Between 2004 to 2011, Mr. Halpin established and sold a number of international healthcare and insurance outsourcing businesses in Mauritius. He also served as a non-executive director on the Government of Mauritius' Board of Investment between 2005 to 2010. Mr. Halpin is an independent non-executive director on the boards of Gamma Civic Ltd, Kolos Cement Ltd and Lottotech Ltd., which are listed on the Stock Exchange of Mauritius. He also serves as an independent non-executive director of other unlisted companies and funds, including Gamma Construction Ltd, Citicc (Africa) Holdings Ltd, RMB Westport Real Estate Development Fund Ltd and several companies within the Multichoice International Holdings group. Mr. Halpin holds a Bachelor of Commerce degree from University College Dublin. He is also a chartered accountant and a Fellow of the Institute of Chartered Accountants in Ireland. The business address of Mr. Halpin is 1st Floor, Riverview Commercial Centre, Les Gorges Road, Black River, Mauritius.

## ***Executive Officer***

*Mohit Kabra* is our group chief financial officer. Prior to joining us in July 2011, Mr. Kabra served as a Director, Finance at Kohler India where he worked from 2006 to June 2011. He has approximately 24 years of work experience and has held various positions in the India businesses of, among others, PepsiCo, Colgate and Seagram. Mr. Kabra has a Bachelor of Commerce degree from Osmania University, Hyderabad, India. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India and a qualified Cost Accountant from the Institute of Cost Accountants of India.

## **B. Compensation**

For fiscal year 2018, the aggregate compensation (including directors' fees, but excluding grants of stock options and RSUs that are described below) to our directors and executive officers included in the list under the heading "— Directors and Executive Officers of our Group" (including the executive officers who were designated executive officers on January 31, 2017) was \$5.0 million, which included \$0.9 million in base salary, \$0.3 million in housing and rent allowance, \$0.9 million in special allowances and \$2.9 million in other payments. The foregoing compensation figures include \$0.1 million which may be awarded in the form of RSUs at the option of the relevant director. Our employment agreements (as amended from time to time) with each of our group chairman and group chief executive officer, chief executive officer – India, and group chief financial officer provide for variable performance component which is payable upon each of the individual officer and our company attaining certain performance targets. Except as otherwise disclosed, these aggregate cash compensation amounts for fiscal year 2018 do not include stock compensation and employee benefits to our directors and executive officers. Stock compensation to our directors and executive officers are disclosed separately in the tables under "— Outstanding Options" and "Outstanding RSUs," and employee benefits to our directors and executive officers are disclosed separately under "— Employee Benefit Plans."

## **Share Incentive Plans**

### ***Equity Option Plan***

Our board of directors adopted the MakeMyTrip.com 2001 Equity Option Plan, or our Equity Option Plan, on January 12, 2001, retrospectively effective from June 1, 2000, pursuant to the enabling authority granted under a shareholders' resolution dated January 12, 2001, in order to attract and retain appropriate talent in the employment of our company, to motivate our employees with incentives, to create shareholder value by aligning the interests of employees with the long term interests of our company and to create a sense of ownership and provide wealth creation opportunities for our employees. MMT India had also adopted an equity option plan in 2006. Employees who were previously granted options under the MMT India Equity Option Plan have instead been granted options under our Equity Option Plan. The MMT India Equity Option Plan and all options granted to employees under such plan were terminated with effect from July 14, 2010.

Although we do not intend to make additional grants under our Equity Option Plan, the options already granted under Equity Option Plan continue to remain valid and exercisable. The following paragraphs describe the principal terms of our Equity Option Plan.

### ***Administration***

Our Equity Option Plan is administered by the compensation committee of our board of directors. Among other things, our compensation committee determines the terms and conditions of each option grant, including, but not limited to, the number of options, exercise price, vesting period, exercise period and any lock-in period, forfeiture provisions, adjustments to be made to the number of options and exercise price in the event of a change in capital structure or other corporate action, and satisfaction of any performance conditions.

### ***Vesting Schedule***

Unless otherwise specified in the grant, all initial grants made to any individual vest in the following manner:

- 10% on the expiry of 12 months from the date of grant.
- 20% on the expiry of 24 months from the date of grant.
- 30% on the expiry of 36 months from the date of grant.
- 40% on the expiry of 48 months from the date of grant.



Unless otherwise specified in the grant, all subsequent grants made on the basis of the performance of the individual vest in four equal installments at the anniversary of the respective grant date. Our compensation committee has absolute discretion to vary such vesting dates as it deems fit. Other than as set forth under “— Outstanding Options,” all options we have granted to date have vested in full on their respective grant dates.

#### *Option Exercise and Expiration*

Unless otherwise specified in the grant, vested options must be exercised prior to the earliest of the following dates:

- 48 months from the vesting date.
- 72 months from the date of grant.
- six months following the recipient’s date of voluntary resignation or termination of employment, other than due to death, disablement or retirement.
- one year following the death of a recipient or termination due to disablement or retirement.

#### *Cashless Exercise of Options*

Our Equity Option Plan permits holders of options to exercise their options using a cashless exercise method. In a cashless exercise, the holder of options exercises the options by simultaneously selling the shares underlying the options upon exercise. Our board or compensation committee may also require the holder of options (especially in the case where such method of cashless exercise may contravene certain regulatory requirements) to surrender the options to our company at the selling price of the shares underlying the options in lieu of such exercise and simultaneous sale of shares. In each of the foregoing, the holder of options is only entitled to receive the difference between the selling price and the exercise price for the options, after deductions for all applicable taxes and expenses.

Pursuant to the terms of our Equity Option Plan, any holder of options who may be restricted or prevented by applicable laws and regulations from paying in full or in part the exercise price of his or her options or from exercising such restricted options and acquiring our ordinary shares, will be required to exercise such restricted options using the cashless exercise method, as described above.

#### *Effect of Change of Control or Restructuring of Capital*

Upon any restructuring of capital or the occurrence of a change of control of our company, the recipient of any option that is outstanding at the time of such restructuring or change of control will be entitled to such number and type of securities that is being offered in lieu of the shares underlying such option by virtue of such restructuring of capital or change of control, if any.

#### *Amendment or Termination*

Our board of directors may at any time amend, alter or terminate our Equity Option Plan or any grant under our Equity Option Plan. However, amendments to any grant under our Equity Option Plan are subject to consent from the recipient of such grant, if such amendment would impair or prejudice the rights of such recipient. Additionally, the approval of shareholders holding not less than 75% of our issued share capital will be required to increase the number of shares available for issuance under options granted pursuant to our Equity Option Plan, change the exercise price of any option or to extend the maximum period during which grants under our Equity Option Plan may be made. The term of our Equity Option Plan was for an initial seven years but was extended to June 1, 2012 pursuant to a board resolution passed on June 12, 2009 which had retrospective effect from June 1, 2007. Our Equity Option Plan was subsequently amended and restated, and extended to June 1, 2014, pursuant to board and shareholder resolutions passed on May 25, 2010. We have not extended the validity of this plan, but the existing grants under this plan remain valid as per the terms of the original grant, as amended.

#### *Number of Shares granted under 2001 Equity Option Plan*

As of March 31, 2018, pursuant to our Equity Option Plan, we had outstanding options exercisable into a total of 261,410 ordinary shares with exercise price ranging from \$0.742 to \$1.9765.

## *Share Incentive Plan*

We adopted the MakeMyTrip 2010 Share Incentive Plan on May 25, 2010, or our Share Incentive Plan, upon which our Share Incentive Plan became immediately effective. On October 18, 2016, our board of directors approved two amendments to our Share Incentive Plan in order to give effect to an earlier recommendation of our compensation committee to increase the shares available under our Share Incentive Plan to fund employee grants for the four fiscal years starting April 2014 and to provide for a sufficient number of RSUs to be granted in connection with the conversion of Indigo SARs and Naspers Rollover RSUs and the other awards contemplated under the Transaction Agreement for the ibibo Group acquisition. On May 18, 2017, our board of directors approved an amendment to our Share Incentive Plan to increase the shares available under the Plan to fund employee grants until March 2022 and to extend the expiration date of our Share Incentive Plan from May 2020 to March 31, 2022. On June 19, 2018, our board of directors approved a further amendment to our Share Incentive Plan to increase the shares available under the plan.

Although our Equity Option Plan will continue to be valid under its terms and will govern the terms of all options granted thereunder, we intend to grant all new equity share awards under our Share Incentive Plan.

The purpose of our Share Incentive Plan is to promote the success and enhance the value of our company by linking the personal interests of the members of our board, employees and consultants of our company, subject to restrictions under applicable law, to those of our shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to our shareholders. Our Share Incentive Plan is further intended to provide us with flexibility in our ability to motivate, attract and retain the services of such individuals upon whose judgment, interest and special effort the successful conduct of our operations are largely dependent.

The following paragraphs describe the principal terms of our Share Incentive Plan.

### *Administration*

Our Share Incentive Plan is administered by our board of directors which, to the extent permitted by applicable laws, may delegate its authority to one or more members of our board or one or more of our officers, subject to certain restrictions set forth in our Share Incentive Plan.

### *Shares Available for Awards*

Subject to certain adjustments set forth in our Share Incentive Plan, the aggregate number of shares that may be issued or awarded under our Share Incentive Plan is equal to the sum of (x) 11,531,930 Shares, plus (y) in the event that any Indigo SARs or Naspers Rollover RSUs (each, as defined in the Transaction Agreement) are forfeited between October 18, 2016 and January 31, 2017 as a result of an Indigo Business Employee's (as defined in the Transaction Agreement) termination of employment during such period, a number of Shares in respect of restricted share units into which such forfeited Indigo SARs and Naspers Rollover RSUs would have converted pursuant to Sections 7.07(a)(i) and 7.07(a)(ii) of the Transaction Agreement (each such defined term having the meaning ascribed to such term in the Transaction Agreement). To the extent that an award terminates, expires or lapses for any reason, or is settled in cash and not shares, then any shares subject to the award will again be available for the grant. Any shares delivered by the holder or withheld by our company upon the exercise of any award, in payment of the exercise price or tax withholding, may again be optioned, granted or awarded, subject to certain limitations set forth in our Share Incentive Plan.

### *Eligibility*

Our employees, consultants and non-employee directors are eligible to be granted awards, except that awards will not be granted to consultants or non-employee directors who are residents of any country in the European Union and any other country, which, pursuant to applicable laws, does not allow grants to any non-employees or consultants.

### *Options*

Our board of directors is authorized to grant options on shares. The per share option exercise price of all options granted pursuant to our Share Incentive Plan will be determined by our board of directors, which may be a fixed or variable price related to the fair market value of the shares; provided that no option may be granted to an individual subject to taxation in the United States at less than the fair market value on the date of the grant,

without compliance with Section 409A of the United States Internal Revenue Code of 1986, as amended (or the Code), or the holder's consent. Our board of directors will determine the methods of payment of the exercise price of an option, which may include without limitation cash or check, shares, proceeds or other forms of legal consideration acceptable to our board of directors. The term of options granted under our Share Incentive Plan may not exceed 10 years from the date of grant. Except as limited by the requirements of Section 409A of the Code, our board of directors may extend the term of any outstanding option and may extend the time period during which vested options may be exercised, or may amend any other term or condition of such option, in connection with any termination of service of the holder.

#### *Restricted Shares*

Our board of directors is authorized to grant shares subject to various restrictions, including without limitation restrictions on transferability.

#### *Share Appreciation Rights*

Our board of directors is authorized to grant share appreciation rights to eligible individuals, entitling the holder to receive an amount determined by multiplying the difference obtained by subtracting the exercise price per share of the share appreciation right from the share value on the date of exercise of the share appreciation right by the number of ordinary shares with respect to which the share appreciation right is exercised, subject to any limitations our board of directors may impose. The term of share appreciation rights will be set by our board of directors. Amounts payable upon exercise of a share appreciation right will be in cash, shares or a combination of both, as determined by our board of directors.

#### *Dividend Equivalents*

Our board of directors may grant dividend equivalents based on dividends declared on the ordinary shares of our company. Such dividend equivalents will be converted to cash by such formula and at such time and subject to such limitations as may be determined by our board of directors.

#### *Share Payments*

Our board of directors is authorized to make share payments, which may, but are not required to be made, in lieu of base salary, bonus, fees or other cash compensation. The number or value of shares of any share payment will be determined by our board of directors and may be based upon any criteria, including service to our company, as determined by our board of directors.

#### *Deferred Shares*

Our board of directors is authorized to grant deferred shares based on any specific criteria, including service to our company, as our board of directors determines. Shares underlying a deferred share award will not be issued until the deferred share award has vested, pursuant to a vesting schedule or other conditions or criteria set by our board of directors. Unless otherwise provided by our board of directors, a holder of deferred shares will have no rights as a shareholder with respect to such deferred shares until the deferred share awards have vested and the shares underlying the deferred share awards have been issued.

#### *Restricted Share Units*

Our board of directors is authorized to grant, in its sole discretion, restricted share units, or RSUs, to our directors, executive officers and employees. The RSUs have been awarded so far in lieu of cash compensation, as an incentive for future performance and as a reward for past performance. Each grant of RSUs is subject to various vesting conditions as determined by our board of directors. Such vesting conditions may include, for example, the vesting schedule, expiration dates and employment restrictions.

Upon exercise of a holder's RSUs, subject to applicable laws, our company will issue to the holder one unrestricted, fully transferable share (or the fair market value of one such share in cash) for each vested and non-forfeited RSU. RSUs may be paid in cash, shares or both, as determined by our board of directors.

The RSUs may be exercised using a cashless exercise method. In a cashless exercise, the holder of the RSUs exercises the RSUs by simultaneously selling the shares underlying the RSUs upon exercise. Our board or compensation committee may also require the holder of the RSUs (especially in the case where such method of cashless exercise may contravene certain regulatory requirements) to surrender the RSUs to our company at the selling price of the shares underlying the RSUs in lieu of such exercise and simultaneous sale of shares. In each of the foregoing, the holder of the RSUs is only entitled to receive the difference between the selling price and the exercise price for the RSUs, after deduction of applicable taxes and expenses.

The term of a dividend equivalent award, share payment award, deferred share award and/or RSU award will be determined by our board of directors in its sole discretion.

During fiscal year 2018, we granted 690,757 RSUs, of which 122,039 RSUs were granted to our directors and an executive officer. See “— Outstanding RSUs” for more information.

#### *Adjustments*

In the event of certain changes in our capitalization, our board of directors, in its sole discretion, will make such proportionate and equitable adjustments to reflect such changes with respect to (i) the aggregate number and type of shares that may be issued under our Share Incentive Plan, (ii) the terms and conditions of any outstanding awards and (iii) the grant or exercise price per share for any outstanding award under our Share Incentive Plan.

#### *Corporate Transactions*

If a corporate transaction occurs and outstanding awards under our Share Incentive Plan are not converted, assumed or replaced by the successor, such awards will generally become fully exercisable and all forfeiture restrictions on such awards will lapse. Upon, or in anticipation of, a corporate transaction, our board of directors may, in its sole discretion, (i) cause any awards outstanding to terminate at a specific time in the future and give each holder the right to exercise such awards during such period of time as our board of directors will determine, (ii) either purchase any award for an amount of cash equal to the amount that could have been attained upon the exercise of such award or realization of the holder’s rights had such award been currently exercisable or payable or fully vested or (iii) replace such award with other rights or property selected by our board of directors in its sole discretion.

#### *Non-transferability*

Awards granted under our Share Incentive Plan are generally not transferable during the lifetime of the award holder.

#### *Amendment, Suspension or Termination*

Unless terminated earlier, our Share Incentive Plan will expire on, and no award may be granted pursuant to it after, the tenth anniversary of its effective date. Any awards that are outstanding on the tenth anniversary of the effective date of our Share Incentive Plan will remain in force according to the terms of our Share Incentive Plan and the applicable award agreement. Except as otherwise provided in our Share Incentive Plan, our board of directors may terminate, amend or modify our Share Incentive Plan at any time and from time to time. However, shareholder approval will be required for any amendment (i) to the extent necessary and desirable to comply with applicable laws and (ii) that results in an increase in benefits that would not apply equally to all shareholders of shares or a change in eligible individuals. Except as provided in our Share Incentive Plan or any award agreement, any amendment, suspension or termination may not impair any rights or obligations under any award without the award holder’s consent.

## Outstanding Options

During fiscal years 2016, 2017 and 2018 no options were granted to any of our directors and executive officers under our Equity Option Plan. As of March 31, 2018, outstanding options exercisable into 261,410 ordinary shares were held by our director and executive officer as set forth in the following table.

Name	Shares Underlying Outstanding Options	Exercise Price (\$ per Share)	Date of Grant	Date of Expiration (1)
Rajesh Magow	147,410 (2)	0.74	June 25, 2009	June 30, 2021
	114,000 (3)	1.98	June 25, 2009	June 30, 2021

Note:

- (1) All these options vested upon the date of grant and were required to be exercised prior to 48 months from their vesting date (i.e., the date of grant), subject to the terms of our Equity Option Plan. In May 2013, our compensation committee extended the date of expiration of these options from June 25, 2013 to June 25, 2017. In April 2017, the date of expiration of these grants was extended to June 30, 2021.
- (2) All these 147,410 outstanding options were exercised into 147,410 ordinary shares between April 1, 2018 and June 18, 2018.
- (3) Out of these 114,000 outstanding options, 96,161 options were exercised into 96,161 ordinary shares between April 1, 2018 and June 18, 2018.

## Outstanding RSUs

During fiscal year 2018, 122,039 RSUs were issued under our Share Incentive Plan to our directors and executive officer (excluding RSUs granted to our former president, and later forfeited due to his resignation during the year).

As set forth in the following table, RSUs issued during fiscal year 2018 were:

Name	Shares Underlying Outstanding RSUs	Total RSUs Granted in Fiscal Year 2018	Exercise Price (\$ per Share)
Directors and executive officer	3,182,979	122,039	0.0005

Between April 1, 2018 and June 18, 2018, RSUs exercisable into 472,482 ordinary shares had been exercised at a price of \$0.0005 per ordinary share.

## Employee Benefit Plans

We maintain employee benefit plans in the form of certain statutory and incentive plans covering substantially all of our employees. For fiscal year 2018, the aggregate amount set aside or accrued by us to provide for pension or retirement benefits for all our employees (including our directors and executive officers) was approximately \$3.7 million.

## Provident Fund

In accordance with Indian law, all of our employees in India are entitled to receive benefits under the Employees' Provident Fund Scheme, 1952, as amended, a retirement benefit scheme under which an equal amount of 12% of basic salary of an employee is contributed both by employer and employee in a fund with government/trust with company. Also, in accordance with applicable laws, all of our employees at our non-Indian subsidiaries are entitled to receive benefits under the relevant laws and regulations applicable in such jurisdictions. Our subsidiaries make a monthly deposit to these funds and we have contributed an aggregate of approximately \$0.9 million in fiscal year 2018.

## **Gratuity**

In accordance with Indian law, we pay gratuity up to our eligible employees in India. Under our gratuity plan, a defined benefit plan, an employee is entitled to receive a gratuity payment on the termination of his or her employment if the employee has rendered continuous service to our company for not less than five years, or if the termination of employment is due to death or disability. The amount of gratuity payable to an eligible employee is equal to 15 days' salary for every year of employment (or any portion of a year exceeding six months), and currently the aggregate amount of gratuity shall not exceed Rs. 2.0 million (approximately \$0.03 million). We have provided for aggregate of approximately \$0.3 million in fiscal year 2016, an aggregate of approximately \$0.4 million in fiscal year 2017 and an aggregate of approximately \$0.9 million in fiscal year 2018 for our gratuity payments.

## **Employment Agreements with Executive Officers**

Each of our executive officers has entered into an employment agreement with MMT India. These agreements do not have fixed terms of employment. We may terminate the employment of our officers for cause, at any time, without notice or remuneration, for certain acts of the executive officer, including but not limited to any criminal offense theft, fraud, embezzlement, intoxication, violence, sexual harassment or damage to our reputation. Generally, either party may terminate employment at any time by giving the other party a written notice of three months or by paying an amount equal to three months' salary in lieu of such notice. These termination provisions apply to executive officers apart from Messrs. Deep Kalra and Rajesh Magow, whose termination provisions are set forth in their respective employment and change in control severance agreements.

Each executive officer has agreed to respect and not claim any right over any intellectual property owned by our company. Additionally, each executive officer has assigned all his or her right, title and interest to, and in, any property relating to our business (whether tangible or intangible) which is created during the term of its employment. In addition, each executive officer has agreed to be bound by the non-competition restrictions set forth in his or her employment agreement. Specifically, each executive officer has agreed, while employed by us and for a period of six months after termination of his or her employment, not to:

- solicit or induce any person to terminate his or her employment or consulting relationship with our company; or
- canvass, solicit or endeavor to entice away from our company any client or customer of our company, or any person who regularly dealt with our company.

The employment agreements of Messrs. Deep Kalra and Rajesh Magow (each, an "Executive") were amended, effective April 1, 2010, to change the notice period for termination from three months to six months. In addition, each Executive has entered into a change in control severance agreement with MMT India, effective October 18, 2016, which provides that, in the event such Executive's employment is terminated by MMT India, other than for cause, death or disability, or by the Executive for good reason (pursuant to which the Executive is required to give three months' notice of intended termination after the occurrence of the event constituting good reason), such Executive will be entitled (i) if such termination occurs before January 31, 2019, to receive certain severance payments calculated with reference to the Executive's annual salary and target bonus and (ii) if such termination occurs prior to the end of the relevant vesting period, to have all of his equity grants under our Company's incentive plans to fully vest and be immediately exercisable. The terms of each Executive's change in control severance agreements replaced the corresponding "change in control" provisions in each Executive's employment agreement. Furthermore, each Executive has agreed to additional non-solicitation and non-competition restrictions in his change in control severance agreement, which shall continue for a period of two years following the termination of his employment with MMT India. In addition, Mr. Kalra's employment agreement specifies that he will not engage or have a substantial financial interest in any travel intermediary business that competes directly with our company for a period of 12 months following the termination of his employment with MMT India.

During the fiscal year 2018, \$2.2 million was accrued as severance cost to be paid to Mr. Ashish Kashyap over the period of two years in equal monthly installments as per the separation agreement entered with him.

Save as disclosed in this section, our company's executive employment agreements do not provide for any special termination benefits, nor do we have any other arrangements with our executive officers for special termination benefits.

## **C. Board Practices**

### **Board of Directors**

Our holding company is managed and controlled by our board of directors from Mauritius. Our board of directors currently has ten directors. There are no family relationships between any of our directors and executive officers. A director is not required to hold any shares in our company by way of qualification. There are no severance benefits payable to our directors upon termination of their directorships, other than to Mr. Deep Kalra and Mr. Rajesh Magow, who are our directors and also our executive officers and are entitled to severance benefits in such capacity pursuant to the terms of their employment and their respective change in control severance agreements.

We entered into an investor rights agreement with Ctrip dated January 7, 2016, or Ctrip Investor Rights Agreement, pursuant to which Ctrip is entitled to designate one director to our board of directors, which director is also entitled to be nominated or appointed to the compensation committee of our board of directors, subject to the approval of our board of directors (which approval shall not to be unreasonably withheld) so long as it beneficially owns a minimum number of ordinary shares in our company (subject to adjustment for any share split, share dividend, recapitalization, reclassification or similar transaction in respect of any such ordinary shares). On January 27, 2016, James Jianzhang Liang was appointed as a director of our Company as a nominee of Ctrip. On October 18, 2016, we entered into an amendment to the Ctrip Investor Rights Agreement pursuant to which the number of ordinary shares to be beneficially owned by Ctrip in order for it to exercise such board-nomination rights was increased to 9,857,028 ordinary shares (subject to any adjustments described in this paragraph). See “Item 10. Additional Information — B. Memorandum and Articles of Association — Ctrip Investor Rights Agreement.”

In connection with our acquisition of the ibibo Group, we issued Class B Shares to MIH Internet. The rights and preferences of our Class B Shares are set forth in the Terms of Issue. A summary of the material Terms of Issue are set forth in “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares.” Pursuant to the Terms of Issue, so long as the Permitted Holders (as defined in the Terms of Issue) beneficially own 10% or more of our issued and outstanding voting securities, the holders of Class B Shares, or the Class B Members, will be entitled to (i) nominate from time to time a number of directors to our board of directors in proportion to their percentage beneficial ownership of our issued and outstanding voting securities (including if over 40%), rounded to the nearest whole number; provided that, for so long as the Class B Members, either alone or together with certain permitted transferees, are entitled to nominate at least four directors to our board of directors, at least one of the nominees shall be a Mauritius resident and (ii) request the removal of any Class B director at any time. In the event of any vacancy of a Class B director, the Class B Members shall have the exclusive right to designate a replacement to fill such vacancy, and except as required by law or our Constitution, neither our company nor its board of directors may remove any Class B director unless such removal is at the written direction of the Class B Members or for cause.

In the event the number of Class B directors at any given time is greater than the number of directors the holders of Class B Shares are entitled to nominate (in proportion to their percentage beneficial ownership as described above), the Class B Members shall cause the applicable number of Class B directors to tender their resignations from the board of directors promptly, including causing all Class B directors to tender resignations in the event the Permitted Holders no longer beneficially own at least 10% of our issued and outstanding voting securities. See “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares — Board-Related Rights.”

### **Terms of Directors and Executive Officers**

In accordance with our Constitution, one-third of our directors (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual meeting of our company, provided that neither the chairman of our board nor a director holding office as managing director shall be subject to retirement by rotation or be taken into account in determining the number of directors to retire. A retiring director shall be eligible for re-election. The directors to retire in each year shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The office of a director shall be vacated if the director resigns, dies, becomes mentally unsound or bankrupt, becomes disqualified from being a director or ceases to hold office under Mauritius law, or is removed by our shareholders. A director may be removed by an ordinary resolution of our shareholders.

Under Mauritius law, the office of a director of our company is required to become vacant at the conclusion of the annual meeting of our company commencing next after the director attains the age of 70 years. However, a person of or over the age of 70 years may, by ordinary resolution of which no shorter notice is given than that required to be given for the holding of a meeting of shareholders, be appointed or re-appointed or authorized to continue to hold office as a director until the next annual meeting of our company.

Executive officers are selected by and serve at the discretion of the board of directors.

### **Duties of Directors**

Under Mauritius law, our directors have a duty to our company to exercise their powers honestly in good faith in the best interests of our company. Our directors also have a duty to our company to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Where a director of a public company also holds office as an executive, the director is required under Mauritius law to exercise that degree of care, diligence and skill which a reasonably prudent and competent executive in that position would exercise. In fulfilling their duty of care to our company, our directors must ensure compliance with the Mauritius Companies Act and our Constitution, as amended from time to time. A shareholder has the right to seek damages against our directors if a duty owed by our directors to him as a shareholder is breached.

The functions and powers of our board of directors include, among others:

- convening shareholders' annual meetings and reporting its work to shareholders at such meetings;
- authorizing dividends and distributions;
- appointing officers and determining the term of office of officers;
- exercising the borrowing powers of our company and mortgaging the property of our company, provided that shareholders' approval shall be required if any transaction is a major transaction for our company under section 130 of the Mauritius Companies Act; and
- approving the issuance and transfer of shares of our company, including the recording of such shares in our share register.

### **Committees of the Board of Directors**

We have established two committees under our board of directors: an audit committee and a compensation committee. Each committee's members and functions are described below.

Under the Terms of Issue, at any time the Permitted Holders (as defined in the Terms of Issue) beneficially own 10% or more of our issued and outstanding voting securities, one Class B director shall serve on each committee of our board.

#### ***Audit Committee***

Our audit committee consists of Messrs. Vivek N. Gour and Aditya Tim Guleri and is chaired by Mr. Gour. Each member of the audit committee satisfies the independence requirements of Rule 5605 of the Nasdaq Rules and the independence requirements of Rule 10A-3 under the Exchange Act. Our board of directors also has determined that Mr. Gour qualifies as an audit committee financial expert within the meaning of the SEC rules. Our audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. Our audit committee is responsible for, among other things:

- selecting our independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors;
- regularly reviewing the independence of our independent auditors;
- reviewing all related party transactions on an ongoing basis;
- discussing the annual audited financial statements with management and our independent auditors;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time;



- meeting separately and periodically with management and our internal and independent auditors; and
- reporting regularly to our full board of directors.

Under the Terms of Issue, at any time the Permitted Holders (as defined in the Terms of Issue) beneficially own 10% or more of our issued and outstanding voting securities and no Class B director serves on the audit committee, the Class B Members shall have the right to appoint a representative to attend audit committee meetings as an observer. On January 31, 2017, our board of directors approved the appointment of Mr. Pat Luke Kolek as a non-voting observer to the Audit Committee.

The Nasdaq Rules provide that foreign private issuers may follow home country practice in lieu of the corporate governance requirements of the Nasdaq Stock Market LLC, subject to certain exceptions and requirements and except to the extent that such exemptions would be contrary to US federal securities laws and regulations. We follow home country practice that permits its audit committee to consist of less than three members, in lieu of complying with Rule 5605(c)(2)(A) of the Nasdaq Rules that requires each company to have an audit committee of at least three members. Our audit committee currently consists of two members and a non-voting observer.

### ***Compensation Committee***

Our compensation committee consists of Messrs. Vivek N. Gour, Aditya Tim Guleri, James Jianzhang Liang and Oliver Minho Rippel and is chaired by Mr. Gour. On January 31, 2017, our board of directors approved the appointment of Mr. Oliver Minho Rippel as a member of the compensation committee. Messrs. Gour, Guleri, Liang and Rippel satisfy the independence requirements of Rule 5605 of the Nasdaq Rules. Our compensation committee assists our board of directors in reviewing and approving the compensation structure of our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing the compensation plans, policies and programs adopted by the management;
- reviewing and approving the compensation package for our executive officers;
- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives, and setting the compensation level of our chief executive officer based on this evaluation; and
- reviewing periodically and making recommendations to the board regarding any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

We currently do not have in place a nominations committee, and the actions ordinarily taken by such committee are resolved by a majority of the independent directors on our board. As a foreign private issuer, we are permitted to follow home country corporate governance practices under Rule 5615(a)(3) of the Nasdaq Rules. Our home country practice differs from Rule 5605(e) of the Nasdaq Rules regarding implementation of a nominations committee charter or board resolution, because our company, as a holder of a GBC1 issued by the Financial Services Commission of Mauritius, is not required under Mauritius law to establish a nominations committee.

### **Code of Business Conduct and Ethics**

Our code of business conduct and ethics provides that our directors and officers are expected to avoid any action, position or interest that conflicts with the interests of our company or gives the appearance of a conflict. Directors and officers have an obligation under our code of business conduct and ethics to advance our company's interests when the opportunity to do so arises. The full text of our code of business conduct and ethics is available on our website, at <http://investors.makemytrip.com/>.

## Indemnification Agreements

We have entered into indemnification agreements with each of our directors to indemnify them against certain liabilities and expenses arising from their being a director.

## D. Employees

See “Item 4. Information on the Company — B. Business Overview — Employees.”

## E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our equity shares as of March 31, 2018 by each of our directors and all our directors and executive officers as a group. As used in this table, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose of or direct the sale of any security. A person is deemed to be the beneficial owner of securities that can be acquired within 60 days upon the exercise of any option, warrant or right. Ordinary shares subject to options, RSUs, warrants or rights that are currently exercisable or exercisable within 60 days are deemed outstanding for computing the ownership percentage of the person holding the options, warrants or rights, but are not deemed outstanding for computing the ownership percentage of any other person.

Name of Beneficial Owner	Equity shares beneficially owned as of March 31, 2018				Percent of Total Voting Power (1)
	Ordinary Shares		Class B Shares		
	Number	Percent (1)	Number	Percent (1)	
<b>Directors:</b>					
Deep Kalra (2)	3,734,878	6.24	—	—	3.64
Rajesh Magow (3)	716,301	1.19	—	—	0.70
Aditya Tim Guleri	—	—	—	—	—
Vivek N. Gour	2,638	*	—	—	*
Gyaneshwarnath Gowrea	—	—	—	—	—
James Jianzhang Liang (4)	—	—	—	—	—
Oliver Minho Rippel (5)	—	—	—	—	—
Pat Luke Kolek (5)	—	—	—	—	—
Charles St Leger Searle (5)	—	—	—	—	—
Yuvraj (Raj) Thacoor (5)	—	—	—	—	—
<b>Executive Officers:</b>					
Mohit Kabra (6)	25,060	*	—	—	*
All our directors and executive officers as a group	4,478,877	7.47	—	—	4.37

\* Represents beneficial ownership of less than 1.0% of our issued share capital.

Notes:

- (1) Based on 59,343,426 ordinary shares outstanding and 42,638,206 Class B Shares outstanding as of March 31, 2018. Except as otherwise required by law, the Terms of Issue or our Constitution, our ordinary shares and Class B Shares vote together as a single class on all matters on which our shareholders are entitled to vote. See also “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares — Reserved Matters.”
- (2) Travogue Electronic Travel LLP (formerly a company known as Travogue Electronic Travel Private Limited), or Travogue, is a limited liability partnership controlled by Mr. Deep Kalra. Mr. Deep Kalra holds 88.9% of the partnership interests in Travogue. Accordingly, as of March 31, 2018, Mr. Kalra’s beneficial ownership of our ordinary shares includes 1,088,331 ordinary shares held by him (or his immediate family members) directly (in the form of ordinary shares or ordinary shares underlying vested RSUs) and 2,646,547 ordinary shares held indirectly through Travogue as on March 31, 2018. As of March 31, 2018, Travogue owned 2,646,547, or 4.46%, of all of our outstanding ordinary shares, based on information provided by Travogue. As of June 18, 2018 Mr. Kalra directly owned 632,849 ordinary shares (in the form of ordinary shares or ordinary shares underlying vested RSUs).
- (3) As of June 18, 2018, Mr. Rajesh Magow owned 472,730 ordinary shares (in the form of ordinary shares or ordinary shares underlying vested RSUs).

- (4) James Jianzhang Liang is a nominee director and the co-founder and chief executive officer of Ctrip. Ctrip beneficially owns 10,773,694 ordinary shares, based on Amendment No. 2 to a report on Schedule 13D filed with the SEC by Ctrip on May 10, 2017.
- (5) Oliver Minh Rippel, Pat Luke Kolek, Charles St Leger Searle and Paul Laurence Halpin are nominee directors of MIH Internet. MIH Internet beneficially owned 1,130,556 ordinary shares and 42,638,206 Class B Shares, based on information provided by MIH Internet. Mr. Thacoor resigned on April 30, 2018 and was replaced by Mr. Halpin on the same date.
- (6) As of June 18, 2018, Mr. Mohit Kabra owned 8,060 ordinary shares (in the form of ordinary shares or ordinary shares underlying vested RSUs).

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

The following table sets forth information regarding beneficial ownership of our ordinary shares and Class B shares as of March 31, 2018 held by each person who is known to us to control 5.0% or more of the total voting power of our outstanding ordinary shares as of March 31, 2018.

Beneficial ownership is determined in accordance with the SEC rules and includes shares over which the indicated beneficial owner exercises voting and/or investment power or receives the economic benefit of ownership of such securities. Equity shares subject to options and RSUs currently exercisable or exercisable within 60 days are deemed outstanding for the purposes of computing the percentage ownership of the person holding the options but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

Name of Beneficial Owner	Equity shares beneficially owned as of March 31, 2018				Percent of Total Voting Power <sup>(1)</sup>
	Ordinary Shares		Class B Shares		
	Number	Percent <sup>(1)</sup>	Number	Percent <sup>(1)</sup>	
Naspers <sup>(2)</sup>	1,130,556	1.91	42,638,206	100.0	42.92
Ctrip <sup>(3)</sup>	10,773,694	18.15	—	—	10.56
Capital World Investors <sup>(4)</sup>	6,624,872	11.16	—	—	6.50
Janus Henderson <sup>(5)(6)</sup>	4,937,696	8.32	—	—	4.84
Franklin Resources, Inc., Charles B. Johnson and Rupert H. Johnson. Jr. <sup>(7)</sup>	3,031,895	5.11	—	—	2.97

#### Notes:

- (1) Based on 59,343,426 ordinary shares outstanding and 42,638,206 Class B Shares outstanding as of March 31, 2018. Except as otherwise required by law, the Terms of Issue or our Constitution, our ordinary shares and Class B Shares vote together as a single class on all matters on which our shareholders are entitled to vote. See also “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares — Reserved Matters.”
- (2) Based on information provided by Naspers. Our ordinary shares and Class B Shares held by MIH Internet may be deemed to be beneficially owned by Naspers. MIH Internet is a 91.29% subsidiary of MIH B2C Holdings B.V., a private limited liability company organized under the laws of The Netherlands, or MIH B2C. MIH B2C is a wholly-owned subsidiary of Myriad International Holdings B.V., or Myriad, a private limited liability company organized under the laws of The Netherlands, which is a wholly-owned subsidiary of MIH Ming He Holdings Limited, or MIH Ming He, a limited liability company organized under the laws of Hong Kong, which is a wholly-owned subsidiary of MIH Holdings (Pty) Limited, or MIH South Africa, a limited liability company organized under the laws of the Republic of South Africa, which is a wholly-owned subsidiary of Naspers. Naspers is a widely held company listed on the Johannesburg Stock Exchange.
- (3) Information based on Amendment No. 2 to a report on Schedule 13D filed with the SEC by Ctrip on May 10, 2017.

- (4) Information based on a report on Form 13F filed with the SEC by Capital World Investors, a division of Capital Research and Management Company, or Capital World Investors, on May 15, 2018. According to Amendment No. 2 to a report on Schedule 13G filed with the SEC by Capital World Investors on February 14, 2018, or the Capital World Investors 13G, Capital World Investors divisions of Capital Research and Management Company and Capital International Limited collectively provide investment management services under the name Capital World Investors and, as of December 29, 2017, Capital World Investors held more than five percent of the ordinary shares outstanding on behalf of its client, SMALLCAP World Fund, Inc. According to the Capital World Investors 13G, Capital World Investors disclaims beneficial ownership pursuant to Rule 13d-4 of the Exchange Act.
- (5) Janus Capital Management LLC merged with Janus Henderson, according to Amendment No. 2 to a report on Schedule 13G filed by Janus Capital Management LLC on February 13, 2018.
- (6) Information based on a report on Schedule 13F filed with the SEC by Janus Henderson on May 14, 2018. According to a report on Schedule 13G filed with the SEC by Janus Henderson on February 13, 2018, Janus Henderson has an indirect 97.11% ownership stake in Intech Investment Management LLC and a 100% ownership stake in Janus Capital Management LLC (“Janus Capital”), Perkins Investment Management LLC, Geneva Capital Management LLC, Henderson Global Investors Limited, Janus Henderson Investors Australia Institutional Funds Management Limited and Henderson Global Investors North America Inc, (each a “JH Asset Manager” and collectively as the “JH Asset Managers”), each of which is an investment adviser registered or authorized in its relevant jurisdiction and each furnishing investment advice to various fund, individual and/or institutional clients (collectively referred to as the “JH Managed Portfolios”). As a result of its role as investment adviser or sub-adviser to the JH Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of 4,937,696 ordinary shares held by such JH Managed Portfolios. However, Janus Capital disclaims any beneficial ownership of such ordinary shares.
- (7) Information based on a report on Schedule 13F filed with the SEC by FRI on May 10, 2018. According to a report on Schedule 13G jointly filed with the SEC by FRI, Charles B. Johnson and Rupert H. Johnson, Jr. on February 7, 2018, such ordinary shares are beneficially owned by one or more open- or closed-end investment companies or other managed accounts that are investment management clients of investment managers that are direct and indirect subsidiaries of FRI (including Franklin Mutual Advisers, LLC and Franklin Advisory Services, LLC), each of which FRI treats as having sole investment discretion or voting authority over the ordinary shares it holds and may be deemed to be the beneficial owners of such ordinary shares. Charles B. Johnson and Rupert H. Johnson, Jr. each own in excess of 10% of the outstanding common stock of FRI and are the principal stockholders of FRI and may, together with FRI, be deemed to be the beneficial owners of the ordinary shares held by persons and entities for whom or for which FRI subsidiaries provide investment management services. However, each of FRI, Charles B. Johnson and Rupert H. Johnson, Jr. disclaim any beneficial ownership of such ordinary shares.

## Significant Changes in Percentage of Ownership

The following table sets forth the significant changes in the shareholding interests of our company by our principal shareholders in our ordinary shares and Class B shares in the last three fiscal years. Except as disclosed below, there were no significant changes in the percentage of ownership in our company in the last three fiscal years.

Name and Type of Shares	2016		2017		2018	
	Number	Percent	Number	Percent	Number	Percent (1)
<b>Ctrip: (2)</b>						
Ordinary shares	8,391,608	16.58	9,857,028	18.70	10,773,694	18.15
<b>SAIF: (3)</b>						
Ordinary shares	6,085,897	14.41	—	—	—	—
<b>Wasatch Advisors Inc.: (4)</b>						
Ordinary shares	4,557,200	10.79	5,229,322	9.92	2,283,565	3.84
<b>T. Rowe Price: (5)</b>						
Ordinary shares	4,077,294	9.66	3,692,344	7.04	751,394	1.27
<b>Travogue: (6)</b>						
Ordinary shares	3,000,000	7.11	3,000,000	5.69	2,646,547	4.46
<b>Ruane, Cunniff &amp; Goldfarb Inc: (7)</b>						
Ordinary shares	2,813,802	6.66	2,410,750	4.57	—	—
<b>Janus Henderson: (8)(9)</b>						
Ordinary shares	2,812,362	6.66	2,164,259	4.11	4,937,696	8.32
<b>Naspers: (10)</b>						
Ordinary shares	—	—	413,035	0.78	1,130,556	1.91
Class B Shares	—	—	38,971,539	100.0	42,638,206	100.0
<b>Capital World Investors: (11)</b>						
Ordinary shares	—	—	4,713,758	8.94	6,624,872	11.16
<b>Franklin Resources, Inc., Charles B. Johnson and Rupert H. Johnson, Jr.: (12)</b>						
Ordinary shares	—	—	—	—	3,031,895	5.11

Notes:

- (1) Based on 59,343,426 ordinary shares outstanding and 42,638,206 Class B Shares outstanding as of March 31, 2018. Except as otherwise required by law, the Terms of Issue or our Constitution, our ordinary shares and Class B Shares vote together as a single class on all matters on which our shareholders are entitled to vote. See also “Item 10. Additional Information — B. Memorandum and Articles of Association — Class B Shares — Reserved Matters.”
- (2) Information based on Amendment No. 1 to a report on Schedule 13D filed with the SEC by Ctrip on October 26, 2016. As of May 5, 2017, Ctrip beneficially owned 10,773,694, or 10.68%, of all of our outstanding shares, based on Amendment No. 2 to a report on Schedule 13D filed with the SEC by Ctrip on May 10, 2017.
- (3) Andrew Y. Yan is the sole shareholder of SAIF II GP Capital Ltd. the sole general partner of SAIF Partners II L.P. which is the sole general partner of SAIF II GP L.P., which is in turn the sole general partner of SB Asia Investment Fund II L.P., or SAIF, our shareholder. Information based on Amendment No. 2 to a report on Schedule 13G filed with the SEC on February 10, 2017.
- (4) Information based on Amendment No. 6 to a report on Schedule 13G filed with the SEC by Wasatch Advisors, Inc. on November 8, 2017.
- (5) Information based on Amendment No. 9 to a report on Schedule 13G jointly filed with the SEC by T. Rowe Price Associates, Inc. and T. Rowe Price New Horizons Fund, Inc. on February 14, 2018. T. Rowe Price New Horizons Fund, Inc. is a registered investment company sponsored by T. Rowe Price Associates, Inc. (which also serves as investment adviser) and may be deemed to beneficially own 657,577 of the 751,394 ordinary shares owned by T. Rowe Price Associates, Inc.
- (6) Based on information provided by Travogue as of March 31, 2018. Travogue is a limited liability partnership controlled by Mr. Deep Kalra. Mr. Deep Kalra holds 88.9% of the partnership interests in Travogue. Accordingly, as of March 31, 2018, Mr. Kalra’s beneficial ownership of our ordinary shares includes 2,646,547 ordinary shares held indirectly through Travogue.
- (7) Information based on Amendment No. 2 to a report on Schedule 13G filed with the SEC by Ruane, Cunniff & Goldfarb Inc. on February 14, 2018.

- (8) Janus Capital Management LLC merged with Janus Henderson, according to Amendment No. 2 to a report on Schedule 13G filed by Janus Capital Management LLC on February 13, 2018.
- (9) Information based on a report on Schedule 13F filed with the SEC by Janus Henderson on May 14, 2018. According to a report on Schedule 13G filed with the SEC by Janus Henderson on February 13, 2018, Janus Henderson has an indirect 97.11% ownership stake in Intech Investment Management LLC and a 100% ownership stake in Janus Capital and the remainder of the JH Asset Managers, each of which is an investment adviser registered or authorized in its relevant jurisdiction and each furnishing investment advice to various JH Managed Portfolios. As a result of its role as investment adviser or sub-adviser to the JH Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of 4,937,696 ordinary shares held by such JH Managed Portfolios. However, Janus Capital disclaims any ownership of such ordinary shares.
- (10) Based on information provided by Naspers. Our ordinary shares and Class B Shares held by MIH Internet may be deemed to be beneficially owned by Naspers. MIH Internet is a 91.29% subsidiary of MIH B2C. MIH B2C is a wholly-owned subsidiary of Myriad, which is a wholly-owned subsidiary of MIH Ming He, which is a wholly-owned subsidiary of MIH South Africa, which is a wholly-owned subsidiary of Naspers. Naspers is a widely held company listed on the Johannesburg Stock Exchange.
- (11) Information based on a report on Form 13F filed with the SEC by Capital World Investors on May 15, 2018. According to the Capital World Investors 13G, Capital World Investors divisions of Capital Research and Management Company and Capital International Limited collectively provide investment management services under the name Capital World Investors and, as of December 29, 2017, Capital World Investors held more than five percent of the ordinary shares outstanding on behalf of its client, SMALLCAP World Fund, Inc. According to the Capital World Investors 13G, Capital World Investors disclaims beneficial ownership pursuant to Rule 13d-4 of the Exchange Act.
- (12) Information based on a report on Schedule 13F filed with the SEC by FRI on May 10, 2018. According to a report on Schedule 13G jointly filed with the SEC by FRI, Charles B. Johnson and Rupert H. Johnson, Jr. on February 7, 2018, such ordinary shares are beneficially owned by one or more open- or closed-end investment companies or other managed accounts that are investment management clients of investment managers that are direct and indirect subsidiaries of FRI (including Franklin Mutual Advisers, LLC and Franklin Advisory Services, LLC), each of which FRI treats as having sole investment discretion or voting authority over the ordinary shares it holds and may be deemed to be the beneficial owners of such ordinary shares. Charles B. Johnson and Rupert H. Johnson, Jr. each own in excess of 10% of the outstanding common stock of FRI and are the principal stockholders of FRI and may, together with FRI, be deemed to be the beneficial owners of the ordinary shares held by persons and entities for whom or for which FRI subsidiaries provide investment management services. However, each of FRI, Charles B. Johnson and Rupert H. Johnson, Jr. disclaim any beneficial ownership of such ordinary shares.

On August 17, 2010, we completed our initial public offering on the Nasdaq Global Market. We sold an aggregate of 5,750,000 ordinary shares (including 4,153,846 ordinary shares sold by us and 1,596,154 ordinary shares sold by the selling shareholders). The price per ordinary share was \$14.00.

On June 2, 2011, we completed a follow-on public offering on the Nasdaq Global Market. An aggregate of 5,244,000 ordinary shares were sold (including 1,450,000 ordinary shares sold by us and 3,794,000 ordinary shares sold by the selling shareholders). On June 29, 2011, in connection with a follow-on public offering, we completed an additional over-allotment offering of 350,000 of our ordinary shares (including 96,777 ordinary shares sold by us and 253,223 ordinary shares sold by the selling shareholders). The price per ordinary share was \$24.00.

On March 19, 2014, we completed a follow-on public offering on the Nasdaq Global Market. An aggregate of 6,325,000 ordinary shares were sold (including 3,325,000 ordinary shares sold by us and 3,000,000 ordinary shares sold by the selling shareholders). The price per ordinary share was \$23.00.

On May 5, 2017, we completed a private placement on the Nasdaq Global Market. We sold a total of 9,166,667 shares (comprising 5,500,000 ordinary shares and 3,666,667 Class B Shares). The price per ordinary share and per Class B share was \$36.00.

As of March 31, 2018, there were approximately 13 holders of our ordinary shares, of which one has a registered address in the United States. Since certain of these ordinary shares were held by brokers or other nominees, the number of record holders in the US may not be representative of the number of beneficial holders or where the beneficial holders are resident.

Each of our equity shares is entitled to one vote on all matters that require a vote of shareholders. Except as otherwise required by law, the Terms of Issue or our Constitution, our ordinary shares and Class B Shares vote together as a single class on all matters on which our shareholders are entitled to vote. None of our shareholders has any contractual or other special voting rights.

## **B. Related Party Transactions**

Our audit committee charter requires our audit committee to review all related party transactions on an ongoing basis and for all such transactions to be approved by our audit committee. Pursuant to the Terms of Issue, which became effective upon the completion of our acquisition of the ibibo Group, we cannot directly or indirectly, enter into, modify, amend or conduct, or agree to enter into, modify, amend or conduct, any Related Party Transaction (as defined in the Terms of Issue) involving an aggregate value or consideration exceeding \$120,000, other than in the ordinary course of business consistent with past practice, unless such transaction or series of related transactions has been approved by, or is consistent with or pursuant to the terms of a policy, transaction or agreement (or form of agreement) approved by, the affirmative vote or written consent of a majority of the independent directors, in addition to any other approvals that may be required pursuant to applicable law, the NASDAQ Rules (or the rules of any other applicable securities exchange or stock exchange) or the Constitution.

The following is a summary of our related party transactions since April 1, 2015.

### **Shareholders Agreements**

See “Item 10. Additional Information — B. Memorandum and Articles of Association — Ctrip Investor Rights Agreement” and “— Registration Rights”.

### **Transactions with equity-accounted investees**

#### *My Guest House Accommodations Private Limited, or MGH*

MGH has granted us a perpetual, transferable and irrevocable access to its technology platform license during the year ended March 31, 2016. We have classified this license of \$0.9 million as capital work in progress under intangible assets with corresponding income in the statement of profit or loss and comprehensive income (loss) under “Other Income.” The license is valued using the replacement cost method.

#### *Simplotel*

We made additional investment of \$0.5 million and \$0.2 million in June 2015 and November 2015, respectively. Further, in December 2016, we made an additional investment of \$0.6 million in Simplotel.

#### *Saaranya Hospitality Technologies Private Limited, or Saaranya*

In March 2017, we subscribed for \$0.5 million of new shares issued by Saaranya, which increased our equity interest in Saaranya to 38.6%.

#### *HolidayIQ Pte. Ltd and its subsidiaries, or HolidayIQ Group*

In fiscal year 2016, 2017 and 2018, we earned revenue of \$0.01 million, \$0.03 million and \$0.04 million respectively and had received marketing services of \$0.07 million, \$0.03 million and \$0.08 million, respectively in fiscal year 2016, 2017 and 2018, respectively.

As of March 31, 2016, 2017 and 2018, we had trade and other receivable outstanding of nil, nil and \$0.01 million, respectively.

### **Transactions with entity having significant influence over our company**

In connection with our acquisition of the ibibo Group, we received an entitlement to future proceeds from the sale of stake in an Indian entity engaged in the B2B online travel industry, from MIH Internet (subsidiary of Naspers Limited). As of March 31, 2018, other current assets were \$17.1 million, which represents the fair value of such entitlement.

In connection with our acquisition of the ibibo Group on January 31, 2017, MIH Internet contributed \$82.8 million in cash to our holding company upon closing of the acquisition (representing 40% of our estimated consolidated net working capital upon the completion of the acquisition after giving effect to the cash contribution from MIH Internet). As of March 31, 2017, we accounted for the difference of \$0.4 million as a receivable, included under our other assets. During May 2017, such amount was subsequently finalized and adjusted to \$83.3 million. Following the finalization of such amount, MIH Internet paid the additional \$0.4 million to our holding company in May 2017.

#### **Service agreement between ibibo India and subsidiaries of Naspers Limited**

Pursuant to a service agreement between ibibo India and subsidiaries of Naspers Limited, we collect payment from end customers through subsidiaries of Naspers Limited which are online payment service providers. In this arrangement, payments of nil, \$140.1 million and \$1,252.0 million were collected by these entities on our behalf in fiscal year 2016, 2017 and 2018, respectively, and such amounts were remitted to us within a predefined time period. ibibo India paid nil, \$1.7 million and \$14.9 million to subsidiaries of Naspers Limited for fiscal year 2016, 2017 and 2018, respectively for the provision of online payment processing and other payment services which enables customers to make online payments for the purchase of air tickets, accommodation and other products from the ibibo Group's websites and mobile platforms.

#### **Procurement of air tickets and selling of hotel room nights from subsidiary of Naspers Limited**

We procured air tickets of nil, \$3.2 million and \$21.5 million as an agent from one of the subsidiaries of Naspers Limited, which operates as a travel product aggregator in fiscal year 2016, 2017 and 2018, respectively. We earned nil, \$0.03 million and \$0.2 million from this entity as commission in the current year on procurement of such tickets. Further, we also sold hotel room nights as an agent of nil, \$0.7 million and \$2.7 million to this entity in fiscal year 2016, 2017 and 2018, respectively, and paid commission expense of nil, \$0.04 million and \$0.07 million in fiscal year 2016, 2017 and 2018, respectively.

#### **Letters of Support from Naspers Limited**

Certain banks have issued guarantees (the "ibibo Bank Guarantees") in favor of certain counterparties of ibibo India (for example, IATA and hotel suppliers) in respect of amounts due and payable by ibibo India. As of March 31, 2017, an aggregate of \$6.3 million was outstanding under the ibibo Bank Guarantees. Naspers issued letters of support to these banks to guarantee the obligations of ibibo India under the ibibo Bank Guarantees prior to our acquisition of the ibibo Group. These letters of support remained in effect following the completion of our acquisition of the ibibo Group on January 31, 2017. Our holding company intends to replace the ibibo Bank Guarantees or provide letters of support for the ibibo Bank Guarantees on terms substantially similar those of the existing letters of support in accordance with the terms of the Transaction Agreement, as amended. We have agreed to indemnify Naspers and its affiliates from and against all liabilities, claims, losses, damages, costs or expenses arising out of or in connection with the existing letters of support. During fiscal year 2018, the ibibo Bank Guarantees were annulled, and no amount was outstanding under the ibibo Bank Guarantees as of March 31, 2018.

#### **Business cooperation agreement between MakeMyTrip and Ctrip**

In May 2017, we entered into a business cooperation agreement with Ctrip for a fixed term of three years, pursuant to which Ctrip has agreed to provide certain knowledge sharing services to us for an aggregate amount of \$3.0 million, which is payable over a two-year period. In addition, MakeMyTrip and Ctrip have provided certain non-compete undertakings for a period of three years with respect to business activities in China (including Hong Kong and Macau) and India, subject to certain specified exceptions.

#### **Placement of Class B Shares to MIH Internet**

On May 5, 2017, MIH Internet purchased 3,666,667 Class B Shares from us at a price of \$36.00 per Class B share, for an aggregate consideration of \$132.0 million.

#### **Placement of ordinary shares to Ctrip**

On May 5, 2017, Ctrip purchased 916,666 ordinary shares from us at a price of \$36.00 per ordinary share, for an aggregate consideration of \$33.0 million.



**Employment Agreements**

See “Item 6. Directors, Senior Management and Employees — B. Compensation — Employment Agreements with Executive Officers.”

**Equity Option and Share Incentive Plans**

See “Item 6. Directors, Senior Management and Employees — B. Compensation — Share Incentive Plans.”

**C. Interest of Experts and Counsel**

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### A. Consolidated Statements and Other Financial Information

See “Item 18. Financial Statements” for the financial statements filed as part of this Annual Report.

#### Legal Proceedings

Except as described below, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which we are aware) which we believe could reasonably be expected to have a material adverse effect on our results of operations or financial position.

#### Tax Proceedings

Certain tax matters involving our key subsidiaries, MMT India and ibibo India, are disclosed below.

##### *Income Tax*

###### Assessment Year 2005-06

In November 2008, MMT India received a show cause notice from the Indian income tax authorities for the assessment year 2005-06 and a demand for an additional payment of approximately Rs.8.1 million (approximately \$0.12 million) (exclusive of any applicable penalties), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm’s length price, and (ii) the disallowance of technology-related development depreciation expenses incurred during the year. In January 2009, we filed our objections to both the show cause notice and the demand for the additional payment with the Commissioner of Income Tax (Appeals). In February 2009, the demand for the additional payment was dismissed by the Indian income tax authorities after adjustment against our carried forward losses. Our appeal against the show cause notice in connection with the intra-group international transactions transfer pricing matter was decided in our favor in February 2011. We also received partial relief from the disallowance of technology-related development depreciation expenses. In May 2011, we filed our objection to the partial disallowance of technology-related development depreciation expenses with the Income Tax Appellate Tribunal authorities. In April 2017, the Income Tax Appellate Tribunal passed a favorable order to allow depreciation on technology-related development expenses.

###### Assessment Year 2006-07

In December 2009, MMT India received a draft assessment order from the Indian income tax authorities for the assessment year 2006-07, alleging certain irregularities in the method of computation of income and, advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm’s length price, and (ii) an increase on account of the proposed disallowance of technology-related development depreciation expenses incurred during the year. In January 2010, we filed our objections with the Dispute Resolution Panel. In September 2010, the increases in our declared income assessed by the Indian income tax authorities were upheld by the Dispute Resolution Panel. In October 2010, we received a final assessment order from the Indian income tax authorities confirming the additions made and initiating penalty proceedings against us under the Income Tax Act, 1961. However, we did not receive a demand for any additional tax payments because our carried forward losses exceeded our assessed income. In December 2010, we filed our objections to the assessment order with the Income Tax Appellate Tribunal authorities. A hearing has been scheduled for July 26, 2018. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

###### Assessment Year 2007-08

In January 2011, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2007-08, alleging certain irregularities in the method of computation of income and, advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm’s length price, and (ii) an increase on account of the disallowance of technology-related development depreciation expenses incurred during the year. However, we did not receive a demand for any additional tax payments because our carried forward losses exceeded our declared taxable income. In March 2011, we filed an

appeal with the Commissioner of Income Tax (Appeals). Our appeal against the assessment order in connection with the intra-group international transactions transfer pricing matter was decided in our favor in February 2013. We also received partial relief from the Commissioner of Income Tax (Appeals) on the disallowance of technology-related development depreciation expenses. While we believe that the Income Tax Department has appealed the order of the Commissioner of Income Tax (Appeals) to the Income Tax Appellate Tribunal and we understand that a hearing is currently scheduled for July 26, 2018, we have not yet received any official notice of appeal. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Assessment Year 2008-09

In February 2012, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2008-09, and a demand for additional tax payments of approximately Rs.43 million (approximately \$0.66 million), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm's length price, (ii) an increase on account of the proposed disallowance of technology-related development depreciation expenses incurred during the year, and (iii) an increase due to the nonpayment of sufficient withholding tax in connection with our use of banking payment gateway facilities. The demand for additional tax payments of approximately Rs.43 million (approximately \$0.66 million), was dismissed by the Indian income tax authorities in March 2012 following the adjustment of carried forward losses. In March 2012, we filed our objections with the Commissioner of Income Tax (Appeals). Our appeal against the assessment order in connection with the intra-group international transactions transfer pricing matter was decided in our favor in June 2013. We also received partial relief from the disallowance of technology-related development depreciation expenses and no-payment of sufficient withholding tax in connection with payment gateway charges. Against this partial relief, we and the Income Tax Department each filed appeals in August 2013 with the Income Appellate Tax Tribunal and a hearing is currently scheduled for July 26, 2018. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Assessment Year 2009-10

In May 2013, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2009-10, and a demand for additional tax payments of approximately Rs.276 million (approximately \$4.24 million), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm's length price, (ii) increases due to the nonpayment of sufficient withholding tax in connection with our use of banking payment gateway facilities and the cost of air tickets incurred to MMT USA, and (iii) increases for disallowance of excess depreciation expense on computer peripherals and software licenses, and for the disallowance of technology-related development depreciation expenses incurred during the year, and on account of amounts received from business associates, which were treated as deferred revenue. On May 30, 2013, we filed our objections with the Commissioner of Income Tax (Appeals). In November 2013, we also received an order imposing an additional penalty for allegedly attempting to conceal the above matters and a notice of demand amounting to approximately Rs.330 million (approximately \$5.07 million), but this demand was temporarily set aside by the Indian tax authorities in January 2014 after adjustment of refunds for the assessment year 2012-2013. In December 2013, we filed our objections to the penalty with the Commissioner of Income Tax (Appeals). Our appeal against the assessment order in connection with the intra-group international transactions transfer pricing matter, nonpayment of sufficient withholding tax on cost of air tickets incurred to MMT USA, disallowance of technology-related development depreciation expenses and on amounts received from business associates which were treated as deferred revenue, was decided in our favor in June 2014. We also received partial relief from the increases for disallowance of excess depreciation expense on computer peripherals and software licenses and nonpayment of sufficient withholding tax in connection with payment gateway charges. We filed appeal in August 2014 with the Income Appellate Tax Tribunal and a hearing is currently scheduled for July 4, 2018. In September 2014, our appeal against the order imposing additional penalty was partially decided in our favor. We filed appeal in December 2014 with the Income Appellate Tax Tribunal and a hearing is yet to be scheduled. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Assessment Year 2010-11

In March 2014, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2010-11, and a demand for additional tax payments of approximately Rs.736 million (approximately \$11.30 million), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase on account of the disallowance of technology-related development depreciation expenses incurred during the year (ii) an increase due to the nonpayment of sufficient withholding tax in connection with our use of banking payment gateway facilities (iii) an increase for disallowance of excess depreciation expense on computer peripherals and software licenses (iv) an increase due to the nonpayment of sufficient withholding tax on reimbursement of expenses to MMT USA (v) an increase for advertising and publicity expenses being capital in nature, and (vi) an increase due to change in the method of accounting for recognizing loyalty cum signing bonus. In April 2014, we filed our objections with the Commissioner of Income Tax (Appeals) along with stay of demand. Our appeal against the assessment order was decided in our favor in July 2017.

In March 2013, ibibo India received an assessment order from the Indian Income tax authorities for the assessment year 2010-11 advising upward revision as a result of an increase proposed by the transfer pricing officer to adjust our intra-group international transaction prices upwards to an arm's length price. However, ibibo India did not receive a demand for any additional tax payments because its carry forward losses exceeded its assessed income. On May 13, 2013, ibibo India filed its objections to the assessment order with the Commissioner of Income Tax (Appeals). The appeal against the assessment order in connection with these disallowances was decided in favor of ibibo India on February 10, 2016. While we believe that the Income Tax Department has appealed the order of the Commissioner of Income Tax (Appeals) to the Income Tax Appellate Tribunal, we have not yet received any official notice of appeal. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Assessment Year 2011-12

In March 2015, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2011-12, and a demand for additional tax payments of approximately Rs.953 million (approximately \$14.64 million), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase for disallowance of excess depreciation expense on computer peripherals and software licenses (ii) an increase due to the nonpayment of sufficient withholding tax on reimbursement of expenses to MMT USA, and (iii) an increase for advertising and publicity expenses being capital in nature. In April 2015, we filed our objections with the Commissioner of Income Tax (Appeals) along with stay of demand. In June 2015, we obtained an interim stay until December 31, 2015. We obtained a final order in March 2016 and demand was temporarily set aside after adjustment of refunds for assessment years 2009-10 and 2010-11. Our appeal against the assessment order in connection with nonpayment of sufficient withholding tax on cost of air tickets incurred to MMT USA and disallowance of technology-related development depreciation expenses was decided in our favor. We have also received partial relief from addition of advertisement and publicity expenses. In February 2017, we filed an appeal with the Income Appellate Tax Tribunal. However, the next hearing has not yet been scheduled. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

In March 2017, MMT India received an order from the Indian income tax authorities for assessment year 2011-12 in which the order passed by assessing officer was set aside for fresh examination of the issue of deduction of reimbursement of ESOP cost on exercise of shares by employees. In May 2018, we filed an appeal with the Income Appellate Tax Tribunal, the hearing of which is scheduled on July 26, 2018.

In December 2017, MMT India received an assessment order from the Indian income tax authorities for the assessment year 2011-12 confirming the demand for additional tax payments of approximately Rs.102 million (approximately \$1.57 million), advising us of an upward revision of our declared income in India for that assessment year as a result of an increase in expenses on account of ESOPs exercised during the year being capital in nature.

In January 2018, we filed our objections with the Commissioner of Income Tax (Appeals) along with stay of demand. The hearing is yet to be scheduled.

#### Assessment Year 2012-13

In March 2016, MMT India received an assessment order from Indian tax authorities for assessment year 2012-13, and a demand for additional tax payments of approximately Rs. 905 million (approximately \$13.90 million), advising us of an upward revision of our declared income in India for that assessment year as a result of (i) an increase due to insufficient payments on withholding taxes on reimbursement of expenses to MMT USA, (ii) an increase for advertising and publicity expenses being capital in nature and (iii) an increase for expenses on account of ESOPs exercised during the year being capital in nature. In April 2016, we filed our objections with the Commissioner of Income Tax (Appeals) and requested for a stay of demand. The stay of demand was granted to MMT India. The appeal against the assessment order in connection with these disallowances was decided in favor of MMT India on December 15, 2017.

In March 2015, ibibo India received an assessment order from the Indian income tax authorities for the assessment year 2012-2013 advising upward revision as a result of an increase on account of the proposed disallowance of expenses relating to software/license fees during the year. However, ibibo India did not receive a demand for any additional tax payments because its carry forward losses exceeded its assessed income. On April 27, 2015, ibibo India filed its objections to the assessment order with the Commissioner of Income Tax (Appeals). ibibo India's appeal against the assessment order in connection with these disallowances was decided in its favor on October 3, 2016.

#### Assessment Year 2013-14

In December 2016, MMT India received an assessment order from the Indian tax authorities for assessment year 2013-14, and a demand for additional tax payments of approximately Rs. 912 million (approximately \$14.01 million), advising MMT India of an upward revision of its declared income in India for that assessment year as a result of (i) an increase due to insufficient payments on withholding taxes on reimbursement of expenses to MMT USA, (ii) an increase for advertising and publicity expenses being capital in nature and (iii) an increase for expenses on account of employee share options exercised during the year being capital in nature. In January 2017, MMT India filed its objections with the Commissioner of Income Tax (Appeals) and request for a stay of demand. The stay of demand was granted to MMT India. The appeal against the assessment order in connection with these disallowances was decided in favor of MMT India on December 19, 2017.

In December 2016, ibibo India received an assessment order from the Indian income tax authorities for the assessment year 2013-14 advising upward revision as a result of an increase on account of the proposed disallowance of expenses relating to software/license fees during the year. However, ibibo India did not receive a demand for any additional tax payments because its carry forward losses exceeded its assessed income. On January 18, 2017, ibibo India filed its objections to the assessment order with the Commissioner of Income Tax (Appeals). The appeal against the assessment order in connection with these disallowances was decided in favor of ibibo India on January 15, 2018.

#### Assessment Year 2014-15

In December 2017, MMT India received an assessment order from the Indian tax authorities for assessment year 2014-15, and a demand for additional tax payments of approximately Rs. 345 million (approximately \$5.30 million), advising MMT India of an upward revision of its declared income in India for that assessment year as a result of (i) insufficient payments on withholding taxes on reimbursement of expenses to MMT USA, (ii) advertising and publicity expenses being capital in nature and (iii) an increase in expenses on account of employee share options exercised during the year being capital in nature. In January 2018, MMT India filed its objections with the Commissioner of Income Tax (Appeals) and requested for stay of demand. The date of hearing is yet to be scheduled. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

In December 2016, Pilani Softlabs Private Limited (redBus) received an assessment order from the Indian income tax authorities for the assessment year 2014-2015 advising upward revision as a result of an increase on account of the proposed disallowance of expenses relating to employee share options during the year. However, ibibo India did not receive a demand for any additional tax payments because carry forward losses exceeded its assessed income. On February 7, 2017, redBus India filed its objections to the assessment order with the Commissioner of Income Tax (Appeals). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

In February 2018, ibibo India received an assessment order from the Indian income tax authorities for the assessment year 2014-15 advising upward revision relating to transfer pricing on business support services. However, ibibo India did not receive a demand for any additional tax payments because its carry forward losses exceeded its assessed income. On March 27, 2018, ibibo India filed its objections to the assessment order with the Commissioner of Income Tax (Appeals). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### *Service Tax*

##### Show Cause and Demand Notice — Fiscal Years 2006 to 2012

In the year ended March 31, 2009, the Mumbai Zonal Unit of Directorate General of Central Excise Intelligence, or the DGCEI, an excise and customs tax regulatory authority in India, initiated a general industry wide inquiry on compliance with service tax rules and regulations by various travel agencies in India. In October 2011, pursuant to an audit conducted by the service tax authorities, MMT India received a notice from the tax authorities for fiscal years 2006 to 2010, demanding payment of service tax in respect of certain matters, some of which relate to the travel industry in India and involve a complex interpretation of Indian law. We have received similar notices for fiscal years 2011 and 2012, in October 2011 and October 2012, respectively. In March 2011, we filed replies with the Commissioner of Service Tax for fiscal years 2006 to 2010, and, similarly, filed objections in January 2012 for fiscal year 2011, and in February 2013, for fiscal year 2012, respectively. In August 2013, the Commissioner of Service Tax rejected our objections and confirmed the demand on all the above matters with negligible relief. In November 2013, we filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal. The aggregate value of the claims is approximately Rs. 1,700 million (approximately \$26.11 million) and additional interest and penalties if finally determined to be payable. We have deposited approximately Rs. 22 million (approximately \$0.34 million) toward service tax with the relevant authorities. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote. The matter is currently pending.

##### Show Cause and Demand Notice — Fiscal Years 2008 to 2011

In September 2012, MMT India received a notice from the service tax authorities for fiscal years 2008 to 2011, demanding payment of service tax in respect of certain matters, some of which relate to the travel industry in India and involve a complex interpretation of Indian law. In February 2013, we filed a reply with the Commissioner of Service Tax. In March 2014 we received an order wherein the demand raised by the service tax authorities was confirmed by the Commissioner of Central Excise. The aggregate value of these claims is approximately Rs.15.3 million (approximately \$0.23 million). We filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal in June 2014. We are not required to deposit any service tax with the relevant authorities in response to this demand. We do not recognize this claim as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote. The matter is currently pending.

##### Show Cause and Demand Notice — Fiscal Year 2012

In November 2012, MMT India received a notice from the service tax authorities for fiscal year 2012, demanding payment of service tax in respect of certain matters, which relate to the travel industry in India but are not covered in the show cause notices mentioned in the above paragraphs relating to service tax, and involve a complex interpretation of Indian law. In February 2013, we filed a reply with the Commissioner of Service Tax. In March 2014 we received an order wherein the demand raised by the service tax authorities was confirmed by the Commissioner of Central Excise. The aggregate value of the claims is approximately Rs.16.1 million (approximately \$0.25 million). We filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal in June 2014. We are not required to deposit any service tax with the relevant authorities in response to this demand. We do not recognize this claim as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote. The matter is currently pending.

##### Show Cause and Demand Notice — Fiscal Year 2013

In May 2014, MMT India received two notices from the service tax authorities for fiscal year 2013, demanding payment of service tax in respect of certain matters, which relates to the travel industry in India and involves a complex interpretation of Indian law. In July 2014 and January 2015, we filed replies with Commissioner of Service Tax. The aggregate value of the claims is approximately Rs. 1,075 million (approximately \$16.51 million). In July 2014 and January 2015, we filed replies with the Commissioner of Service Tax. In June 2015, we received orders wherein the demand of approximately Rs. 135 million (approximately \$2.07 million) was confirmed by the Commissioner of Central Excise. We filed an appeal with

the Customs, Excise and Service Tax Appellate Tribunal in September 2015 after making pre-deposit of approximately Rs. 10 million (approximately \$0.15 million) with the relevant authorities. We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Show Cause and Demand Notice — Fiscal Year 2014

In September 2015, MMT India received notices from the service tax authorities for fiscal year 2014 demanding payment of service tax in respect of certain matters, some of which relate to the travel industry in India and involve a complex interpretation of Indian law. In December 2015, we filed replies with the Commissioner of Service Tax. The aggregate value of the claims is approximately Rs. 1,136 million (approximately \$17.45 million). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Show Cause and Demand Notice — Fiscal Year 2015

In April 2016, MMT India received a notice from the service tax authorities for fiscal year 2015 demanding payment of service tax in respect of certain matters, which relates to the travel industry in India and involves a complex interpretation of Indian law. The aggregate value of the claims is approximately Rs. 36 million (approximately \$0.55 million). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Show Cause and Demand Notice — Fiscal Year 2014 to September 2015

In September 2016, MMT India received a notice from the service tax authorities for the period from April 2013 to September 2015 demanding payment of service tax in respect of certain matters, which relate to the travel industry in India and involve complex interpretation of Indian law. In November 2016, MMT India filed replies with the Commissioner of Service Tax. The aggregate value of the claims is approximately Rs. 236 million (approximately \$3.62 million). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Show Cause and Demand Notice — November 2013 to March 2016

In October 2016, ibibo India received a notice from the DGCEI for the period from November 2013 to March 2016 demanding payment of service tax in respect of certain matters, which relate to the travel industry in India and involve complex interpretation of Indian law. In February 2017, ibibo India filed preliminary replies with the DGCEI and expects to file final replies upon completion of cross statements. The aggregate value of the claims is approximately Rs. 2,444 million (approximately \$37.54 million). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

#### Show Cause and Demand Notice — Fiscal Year 2012 to March 2016

In October 2016, MMT India received a notice from the DGCEI for the period from May 2011 to March 2016 demanding payment of service tax in respect of certain matters, which relates to the travel industry in India and involve complex interpretation of Indian law. In February 2017, MMT India filed preliminary replies with the DGCEI and expects to file final replies upon completion of cross statements. The aggregate value of the claims is approximately Rs. 2,286 million (approximately \$35.11 million). We do not recognize these claims as a contingent liability as we believe the likelihood of the claims being upheld by the relevant authorities to be remote.

## Investigations by DGCEI

DGCEI has initiated an investigation into MMT India for the period from October 2010 to September 2015 in relation to service tax on certain matters. In addition, the DGCEI has initiated an investigation into ibibo India for the period from November 2013 to September 2015 in relation to service tax on certain matters. The matters are industry-wide issues and involve a complex interpretation of Indian law. MMT India and ibibo India have made pre-deposits of Rs. 674 million (approximately \$10.35 million) and Rs. 65 million (approximately \$ 1.0 million) respectively, under protest. The investigation is ongoing. We believe that we have a strong case in our favor and are taking all possible legal measures to secure appropriate orders of relief from the courts. We sought relief against the actions taken by the DGCEI and received orders in our favor from the Delhi High Court in relation to both the MMT India and ibibo India matters. The DGCEI has appealed the orders of the Delhi High Court to the Supreme Court of India. The Supreme Court issued an interim order on September 27, 2016 staying the order of the High Court. The matter is pending.

## ***Other Proceedings***

### *Dispute with Ezeegol*

In August 2010, we were informed that one of our competitors may have filed a criminal complaint in India against us likely alleging the misuse of domain names similar to the name of such competitor's website. The police authorities are investigating the matters in such complaint, which was filed by our competitor, Ezeegol, and we are cooperating with the authorities and have responded to questions in relation to such investigation.

In December 2014, MMT India and its officers received summons from the Court of Additional Chief Metropolitan Magistrate in Mumbai to answer to the above complaint. The revision petition filed against the summoning order was dismissed against us. We then filed a quashing petition before the High Court of Bombay. The petition is now listed before the High Court of Bombay on August 6, 2018.

### *Dispute with Hotel Pine Spring*

We filed criminal complaints under the provisions of the Negotiable Instruments Act, 1881, as amended, during fiscal year 2013 to recover monies related to the dishonoring of checks in the amount of Rs. 40.0 million (approximately \$0.61 million) provided to us by Hotel Pine Spring, one of our hotels and packages suppliers in Srinagar, India. These checks were provided as security for deposits made by us under our agreements signed with the hotel in fiscal years 2011 and 2012 in order to assure available room inventory at pre-agreed rates. We deposited the checks when the agreements were not complied with by the hotel, including by not providing a bank guarantee. We have initiated criminal proceedings against the hotel and its owner for failing to honor the checks and also for breach of the terms of the agreement. Hotel Pine Spring has failed to appear before the Magistrate on various occasions and non-bailable warrants have been issued.

The next hearing date in relation to the criminal complaint is on August 7, 2018 and the next hearing date in relation to the recovery of monies arising out of the dishonoring of cheque is on September 22, 2018.

### *Dispute with GoCash*

ibibo Group Private Limited received an ex parte injunction order from passed by the Vacation Bench of the District Court at Ernakulum in favour of UAE Exchange Centre LLC & Anr. (hereinafter "Petitioner") restraining ibibo India from using the term "GoCash" on the basis that the term was infringing and/or passing off the trademark "gocash" of the Petitioner. Subsequently, ibibo India filed its counter affidavit before the District Court at Ernakulum along with an application to vacate such ex-parte injunction. During the hearing on May 24, 2017, the Petitioner gave an undertaking to the court, not to file contempt proceedings for non-compliance of the injunction order till the final determination of the suit by the courts. A hearing was held on March 20, 2018. The matter is pending.

### *Dispute with Blair James Speers and Graham Paul Johnson*

MakeMyTrip Limited is a respondent in a Singapore International Arbitration Centre (SIAC) arbitration proceeding commenced by former shareholders of the Hotel Travel Group, which we acquired in November 2012. The notice of arbitration as filed with SIAC was received by MakeMyTrip Limited on July 12, 2016. The dispute has arisen in connection with certain earn out provisions in a share purchase agreement dated September 26, 2012 entered into between the Hotel Travel Group, its former shareholders and MakeMyTrip Limited, under



which these former shareholders agreed to sell and transfer to MakeMyTrip Limited the share capital of the Hotel Travel Group. The share purchase agreement is governed by Mauritius law. We brought counterclaims in these proceedings against the former shareholders in connection with breaches of the share purchase agreement. The sum in dispute is approximately \$35 million. As of the date of this annual report, the arbitration remains pending.

*Dispute with Orbit Corporate Leisure Travels (India) Private Limited*

A trademark infringement suit was filed by MakeMyTrip (India) Private Limited against Orbit Corporate Leisure Travels (India) Private Limited, or Orbit, in the Delhi High Court for using a deceptively similar mark, "GETMYTRIP". A vacation application was filed by Orbit under Order 39 Rule 4 against which reply was filed by MMT India. The vacation application was allowed and interim stay was vacated by the Delhi High Court in its order dated December 13, 2017. Based on certain statements made by Orbit in its written statement, a fresh application for injunction was filed praying that the defendants be bound by their statement. A hearing was held on May 29, 2018, and settlement discussions are ongoing.

*Writ petition filed in the Delhi High Court regarding applicability of the Motor Vehicles Act, 1988, as amended, or the MV Act, to the redBus business*

ibibo India has filed a writ petition in the High Court of Delhi, India seeking a declaration that the MV Act does not apply to the redBus business and for directions to quash certain notices received from the Transport Department, Government of the National Capital Territory of Delhi, or the Delhi government, for alleged violation of the MV Act.

ibibo India received two notices dated June 23, 2017 and July 27, 2017 from the Delhi government alleging that ibibo India is operating its redBus business without a license to operate as an agent or canvasser for the sale of tickets, as required under the MV Act, and also levying a nominal penalty for such alleged violation. ibibo India has contested the above notices before the court of the Metropolitan Magistrate, New Delhi, stating that redBus is an online portal which connects bus operators and customers and accordingly, is not an agent or canvasser under the MV Act. These notices are pending adjudication before the above court.

In response to the writ petition, the High Court of Delhi has issued an interim order that no adverse action against redBus shall be taken by the Delhi government. The matter is currently pending.

**B. Significant Changes**

There has been no significant subsequent event following the close of the last financial year up to the date of this Annual Report that is known to us and requires disclosure in this Annual Report for which disclosure was not made in this Annual Report.

**ITEM 9. THE OFFER AND LISTING****A. Offer and Listing Details**

Our outstanding ordinary shares are currently listed and traded on the Nasdaq Global Market under the symbol “MMYT.”

The following table shows the reported high and low trading prices quoted in US dollars for our ordinary shares on the NASDAQ Global Market.

Period	Nasdaq Global Market Price Per Ordinary Share	
	High	Low
<b>Fiscal Year</b>		
2014	\$ 29.73	\$ 12.50
2015	\$ 36.12	\$ 19.06
2016	\$ 24.04	\$ 11.97
2017	\$ 37.35	\$ 13.69
2018	\$ 40.90	\$ 22.40
<b>Fiscal Quarter</b>		
2017		
1st Quarter	\$ 20.20	\$ 13.69
2nd Quarter	\$ 23.80	\$ 14.41
3rd Quarter	\$ 31.90	\$ 19.75
4th Quarter	\$ 37.35	\$ 22.40
2018		
1st Quarter	\$ 40.90	\$ 28.65
2nd Quarter	\$ 36.15	\$ 27.35
3rd Quarter	\$ 30.90	\$ 22.40
4th Quarter	\$ 36.80	\$ 27.60
<b>Month</b>		
2017		
December	\$ 30.75	\$ 26.65
2018		
January	\$ 32.90	\$ 28.60
February	\$ 34.45	\$ 27.60
March	\$ 36.80	\$ 30.95
April	\$ 37.20	\$ 31.85
May	\$ 38.10	\$ 32.60
June (1)	\$ 41.70	\$ 34.75

Note:

(1) Until June 15, 2018.

**B. Plan of Distribution**

Not Applicable.

**C. Markets**

Our ordinary shares are listed on the Nasdaq Global Market under the symbol “MMYT.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

## **F. Expenses of the Issue**

Not applicable.

## **ITEM 10. ADDITIONAL INFORMATION**

### **A. Share Capital**

Not applicable.

### **B. Memorandum and Articles of Association**

Our company (Company No. 24478/5832) is a public company incorporated under the laws of Mauritius with limited liability and we hold a Category 1 Global Business License issued by the Financial Services Commission in Mauritius. Our affairs are governed by our Constitution, the Terms of Issue, the Mauritius Companies Act, the Securities Act 2005 of Mauritius, or the Mauritius Securities Act, and other applicable laws of Mauritius and any rules or regulations made thereunder. The Terms of Issue are deemed to form part of our Constitution.

Our Constitution states that the objects of our company are to carry out any business or activity permitted under our company's Category 1 Global Business License, and to the extent permitted by law, our company may effect any business transaction and take any steps which it considers expedient to further the objects of our company.

We currently have two classes of shares outstanding, being ordinary shares and Class B Shares. Generally, Class B Shares have the same rights and preferences as the ordinary shares except as specifically set forth in the Terms of Issue. As of March 31, 2018, our stated capital was \$2,025,372,772.86 comprising 59,343,426 ordinary shares and 42,638,206 Class B Shares with a par value of \$0.0005 each.

The following are summaries of certain provisions of our Constitution, the Terms of Issue, the Transaction Agreement and the Mauritius Companies Act insofar as they relate to the material terms of our ordinary shares and Class B Shares. The term "shareholders" as used in these summaries in relation to our company refers to persons whose names are entered into the share register of our company as the current holder of one or more shares of our company. These summaries do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the provisions of our Constitution, the Terms of Issue, the Transaction Agreement and the Mauritius Companies Act.

#### **Ordinary Shares**

##### ***General***

All of our ordinary shares are fully paid. Our shareholders who are non-residents of Mauritius may freely hold and vote on their ordinary shares.

##### ***Dividends***

Under the Mauritius Companies Act and our Constitution, we may only pay dividends out of retained earnings, after having made good any accumulated losses at the beginning of the accounting period, and no distribution (which term includes dividend) may be made unless our board of directors is satisfied that, upon the distribution being made (1) our company is able to pay its debts as they become due in the normal course of business and (2) the value of our company's assets is greater than the sum of (a) the value of its liabilities and (b) our company's stated capital. Subject to the Mauritius Companies Act and our Constitution, the declaration and payment of any dividend has to be authorized by our board of directors, subject to the approval of our shareholders.

Our board of directors may from time to time pay to our shareholders such interim dividends as appear to the directors to be justified by our profits, and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of our company is divided into different classes, our board of directors may also pay any fixed dividend which is payable on any shares of our company half-yearly or on any other dates, whenever our profits, in the opinion of our board of directors, justifies such payment.

Our board of directors may retain any dividends or other monies payable on or in respect of a share upon which our company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

No dividend shall carry interest against us.

Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post addressed to the registered address of the shareholder entitled, or in the case of joint holders, to the registered address of the person whose name stands first in our register of members in respect of the joint holding, or to such person at such address as such shareholder may in writing direct or may be sent by remittance or telegraphic transfer to the bank account of the holder as may be notified in writing to us. Every cheque or warrant or remittance or telegraphic transfer so sent shall be made payable to the order of the person to whom it is sent or, in the case of joint holders, to the order of the holder whose name stands first on our register of members in respect of such shares, and shall be sent at his or their risk and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to us in respect of the dividend or moneys represented thereby.

Any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited by our board of directors and if so, shall revert to us.

### ***Voting Rights***

Subject to any rights or restrictions as to voting for the time being attached to any class of shares and our Constitution, each holder of our ordinary shares who is present in person or by proxy at a meeting of shareholders shall have one vote on a show of hands and on a poll, each holder of our ordinary shares who is present in person or by proxy shall have one vote for every ordinary share which he holds or represents. Voting at any meeting of shareholders is by show of hands unless a poll is demanded. A poll may be demanded by: (1) the chairman of such meeting, (2) not less than five shareholders having the right to vote at the meeting, (3) a shareholder or shareholders representing not less than 10.0% of the total voting rights of all shareholders having the right to vote at the meeting, or (4) by a shareholder or shareholders holding shares that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10.0% of the total amount paid up on all shares that confer that right.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of votes of those shareholders entitled to vote and voting on the matter which is the subject matter of the resolution, while a special resolution is a resolution approved by a majority of 75.0% or, if a higher majority is required by the Constitution, that higher majority, of the votes of those shareholders entitled to vote and voting on the question. A special resolution will be required for matters such as amending our Constitution.

### ***Transfer of Ordinary Shares***

Subject to the restrictions contained in our Constitution, as applicable, any of our shareholders may transfer all or any of his or her or their ordinary shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange (as defined in our Constitution) or in any other form approved by our board of directors.

Our board of directors may, in its absolute discretion, decline to register any transfer of any ordinary share (not being a fully paid up share) to a person of whom it does not approve, or any transfer of any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, or any transfer of shares upon which our company has a lien. Our board of directors may also decline to register any transfer of any ordinary share unless:

- a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as our board of directors may from time to time require is paid to our company in respect thereof;
- the instrument of transfer is lodged at the registered office of our company for the time being or at such other place (if any) as our board of directors may appoint, accompanied by the relevant share certificate(s) and such other evidence as our board of directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do); and
- the instrument of transfer is in respect of only one class of shares.

If our board of directors refuses to register a transfer of any ordinary shares, they shall within 28 days after the date on which the transfer was lodged with our company send to the transferor and the transferee notice of the refusal as required by the Mauritius Companies Act and the reasons for the refusal will be given in the notice.

### ***Liquidation***

On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of ordinary shares), assets available for distribution among the holders of ordinary shares shall be distributed among the holders of the ordinary shares on a pro rata basis. If our assets available for distribution are insufficient to repay all of the paid-up capital, the assets will be distributed so that the losses are borne by our shareholders proportionately.

### ***Redemption of Shares***

Subject to the provisions of the Mauritius Companies Act and other applicable law, we may issue shares on terms that are subject to redemption, at our option or at the option of the holders, on such terms and in such manner, including out of capital, as may be determined by our board of directors or by ordinary resolution of the shareholders of our company.

### ***Variations of Rights of Shares***

If at any time our share capital is divided into different classes of shares, all or any of the special rights attached to any class of shares may, subject to the provisions of the Mauritius Companies Act, be varied with the sanction of a special resolution passed at a meeting of the holders of the shares of that class. Consequently, the rights of any class of shares cannot be detrimentally altered without a majority of 75.0% of the vote of all of the shares in that class. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with such existing class of shares.

### ***Meetings of Shareholders***

An annual shareholders' meeting shall be convened by our board of directors not more than once in each year and not later than six months after our balance sheet date. Special meetings of shareholders may be convened by our board of directors or on the written request of shareholders holding shares carrying together not less than 5.0% of the voting rights entitled to be exercised on the issue. Subject to our Constitution, advance notice of at least 14 days is required for the convening of our annual shareholders' meeting and any special meeting of our shareholders. A quorum for a shareholders meeting shall be present where the shareholders or their proxies are present or have cast postal votes, who are between them able to exercise not less than 33.3% of the votes to be cast on the business to be transacted by the meeting.

A shareholder may exercise the right to vote either by being present in person, by proxy or postal vote. A proxy for a shareholder may attend and be heard at a meeting of shareholders as if the proxy were the shareholder. A proxy shall be appointed by notice in writing signed by the shareholder, and the notice shall state whether the appointment is for a particular meeting or a specified term.

### ***Inspection of Books and Records***

Under the Mauritius Companies Act, we are required to keep available our certificate of incorporation, our Constitution, our share register, the full names and residential addresses of our directors, the registered office and address for service of our company, copies of the instruments creating or evidencing charges which are required to be registered under section 127 of the Mauritius Companies Act, minutes of all meetings and resolutions of shareholders, copies of written communications to all shareholders or to all holders of a class of shares during the preceding seven years (including financial statements, and group financial statements), certificates given by directors under the Mauritius Companies Act and the interests register (if any) of our company for inspection by any shareholder of our company or by a person authorized in writing by a shareholder for the purpose, between the hours of 9.00 a.m. and 5.00 p.m. on each working day during the inspection period at the place at which our records are kept in Mauritius. A shareholder who wishes to inspect such records must serve written notice on us of his or her or their intention to inspect the records.

The term “inspection period” is defined in the Mauritius Companies Act to mean the period commencing on the third working day after the day on which notice of intention to inspect is served on us by the person or shareholder concerned and ending with the eighth working day after the day of service.

### ***Changes in Capital***

We may from time to time by ordinary resolution:

- increase the share capital by such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
- consolidate and divide all or any of our share capital into shares of a larger amount than our existing shares;
- sub-divide our existing shares, or any of them, into shares of a smaller amount; or
- cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of our share capital by the amount of the shares so cancelled in accordance with the Mauritius Companies Act.

We may by special resolution reduce our share capital or any capital redemption reserve in any manner permitted by law.

### ***Purchase by Our Company of its Own Shares***

Our company may, subject to and in accordance with the Mauritius Companies Act, purchase or otherwise acquire its own shares, on such terms and in such manner as our board of directors may from time to time think fit. Any share that is so purchased or acquired by our company shall, unless held as treasury shares in accordance with the Mauritius Companies Act, be deemed to be cancelled immediately on purchase or acquisition. On such cancellation of a share, the rights and privileges attached to that share shall expire, and the number of issued shares of our company shall be diminished by the number of such shares so cancelled, and where any such cancelled shares was purchased or acquired out of the capital of our company, the amount of the share capital of our company shall be reduced accordingly. In any other instance, our company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by or in accordance with the Mauritius Companies Act.

### ***Directors' Borrowing Powers***

Our Constitution provides that our board of directors may exercise all the powers of our company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of our company and, subject to the Mauritius Companies Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of our company or of any third party.

### ***Interested Directors***

The Mauritius Companies Act and our Constitution provide that a director of our company shall, forthwith after becoming aware of the fact that he is interested in a transaction or a proposed transaction with our company, cause to be entered in the interests register of our company and disclose to our board of directors the nature and monetary value of that interest, or where the monetary value of the director's interest cannot be quantified, the nature and extent of that interest. A general notice entered in the interests register or disclosed to our board of directors to the effect that a director is a shareholder, director, officer or trustee of another named company or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or person, is a sufficient disclosure of interest in relation to that transaction. To the extent that our company is a reporting issuer (as defined in section 86 of the Mauritius Securities Act) the relevant disclosure requirements under the Mauritius Securities Act may also be applicable. We have obtained an exemption from the Mauritius Financial Services Commission from the disclosure requirements applicable to reporting issuers under the Mauritius Securities Act.

Under our Constitution, a director of our company may not vote in respect of any contract or arrangement or any proposed contract or arrangement in which he has any interest, directly or indirectly.

Section 149 of the Mauritius Companies Act provides that a transaction entered into by a company in which a director of the company is interested may be avoided by the company at any time before the expiration of six months after the transaction is disclosed to all the shareholders (whether by means of the company's Annual Report or otherwise). However, a transaction shall not be avoided where the company receives fair value under it, and where a transaction is entered into by the company in the ordinary course of its business and on usual terms and conditions, the company shall be presumed to have received a fair value under the transaction. Under the Mauritius Companies Act, the avoidance of a transaction under Section 149 of the Mauritius Companies Act will not affect the title or interest of a person in or to property which that person has acquired where the property was acquired (a) from a person other than the company, (b) for valuable consideration, and (c) without knowledge of the circumstances of the transaction under which the person referred to in paragraph (a) acquired the property from the company.

#### ***Notification of Shareholdings by Directors and Substantial Shareholders***

Our Constitution provides that (a) each of our directors shall, upon his appointment to our board of directors, give an undertaking to our company that, for so long as he remains a director of our company, he shall forthwith notify our company secretary of the particulars of our shares beneficially owned by him at the time of his appointment and of any change in such particulars (including the circumstances of any such change), and (b) each member of our company shall, upon becoming a substantial shareholder of our company, give an undertaking to our company that, for so long as he remains as a substantial shareholder of our company, he shall notify our company secretary of the particulars of our shares in which he has an interest at the time of his becoming a substantial shareholder or of any change in such particulars (including the circumstances of any such change) within 48 hours of such time or change (as the case may be), provided that he shall only be required to give notice of a change in the percentage level of his interests in the shares where there is a change of 1.0% or more in the percentage level of his shareholding interest in the relevant class of shares in our company. For this purpose, a "substantial shareholder" means a person who holds by himself or his nominee a share or an interest in a share in the capital of our company which entitles him to exercise not less than 5.0% of the aggregate voting power exercisable at a meeting of our shareholders.

#### ***Category 1 Global Business Company***

We are a public company incorporated under the laws of Mauritius with limited liability and we hold a Category 1 Global Business License issued by the Financial Services Commission in Mauritius. "Limited liability" means that the liability of each shareholder is limited to the amount unpaid by the shareholder on the shares of the company. Mauritius law distinguishes between domestic companies and global business companies. Any company that is formed or registered in Mauritius and which conducts business outside of Mauritius may apply for a Category 1 Global Business License. The requirements for a Category 1 Global Business Company are essentially the same as for a domestic company except for some of the exemptions and privileges listed below (which are not exhaustive):

- a Category 1 Global Business Company does not have to file an annual return of its shareholders with the Registrar of Companies;
- a Category 1 Global Business Company may issue no par value shares; and
- a Category 1 Global Business Company may register as a protected cell company.

Following amendments to the Financial Services Act 2007 of Mauritius pursuant to the Finance (Miscellaneous Provisions) Act 2010 in December 2010, Mauritius companies holding a Category 1 Global Business License, or GBC1, issued by the Financial Services Commission in Mauritius are permitted to conduct business both in and outside Mauritius (instead of outside Mauritius only).

We are subject to reporting and other information and disclosure requirements of the Mauritius Securities Act and any rules or regulations made thereunder. However, we have obtained an exemption from the Mauritius Financial Services Commission from the disclosure requirements applicable to reporting issuers under the Mauritius Securities Act.

#### ***Class B Shares***

The rights and preferences of the Class B Shares issued to MIH Internet are set forth in the Terms of Issue. Capitalized terms used in this section shall have the meanings given to them in the Terms of Issue.

## ***General***

All of our Class B Shares are fully paid. Certificates representing our Class B Shares are issued in physical form. Class B Members who are non-residents of Mauritius may freely hold and vote their Class B Shares, subject to certain transfer restrictions set forth in the Terms of Issue.

## ***Dividends***

Class B Shares have the same general rights to dividends and other distributions as our ordinary shares and no dividends or distributions may be declared on other classes of our shares without also being paid in the same manner to Class B Shares.

All dividends and distributions on Class B Shares that are payable in our voting securities will be payable in the form of Class B Shares and no dividends or distributions on our other securities shall be paid in the form of Class B Shares. Class B Shares may not be split, divided, consolidated or combined unless the other outstanding classes of our voting securities are proportionately split, divided, consolidated or combined.

In the event of a transaction as a result of which our ordinary shares are converted into or exchanged for cash or other securities or assets, then from and after such transaction, each holder of Class B Shares will be entitled to receive, upon the conversion of its Class B Shares, such cash or other securities or assets as such Class B Member would have received if the conversion of such Class B Shares had occurred immediately prior to such transaction.

## ***Voting Rights***

Except as otherwise required by law, the Terms of Issue or our Constitution, our ordinary shares and Class B Shares shall vote together as a single class on all matters on which our shareholders are entitled to vote.

At any shareholders' meeting, on a vote via a show of hands, each holder of Class B Shares present, in person or by proxy, shall have one vote. Furthermore, holders of Class B Shares holding, in the aggregate, more than 10% of the total voting power on the business day prior to a shareholders' meeting, may on demand require that voting take place by way of poll. At any shareholders' meeting, on a vote by way of a poll, each holder of Class B Shares who is present in person or by proxy shall have one vote per Class B Share.

## ***Liquidation***

In the event of a voluntary or involuntary liquidation, dissolution or winding up of our company, Class B Shares will be treated equally on a per share basis to all our other voting securities with respect to the distribution of our assets.

## ***Variations of Rights of Shares***

The Class B Members may, by ordinary resolution, at any time and from time to time suspend (i) the voting rights of each Class B Share; and/or (ii) the distribution rights of each Class B Share, in each case for a period no longer than six months, provided that, unless such suspension is renewed by the Class B Members (by ordinary resolution), the original voting and distribution rights of the Class B Shares set out in the Terms of Issue shall be restored automatically upon the expiry of the specified period.

The Terms of Issue shall not be varied, modified or abrogated without the prior approval of the Class B Members, by ordinary resolution. For so long as the Permitted Holders beneficially own 10% or more of our issued and outstanding voting securities, our holding company may not amend its Constitution in any manner, enter into or amend any agreement, or take any similar actions that would adversely affect the Class B Members' rights under the Terms of Issue or our ability to comply with our obligations under the Terms of Issue.



### ***Conversion Rights***

Following a conversion of Class B Shares into ordinary shares, the resulting ordinary shares will be duly authorized, validly issued, fully paid and non-assessable and free of any pre-emptive rights. Furthermore, in the event of the issuance of our securities as a dividend or in the case of a sub-division, split-up, combination or a change of our securities into a different number or class of securities, or any consolidation, merger or sale of our property substantially as an entirety or other similar transaction that could dilute our outstanding securities, the conversion rate for Class B Shares shall be appropriately adjusted so that the rights of the Class B Members shall not be diluted.

Each holder of Class B Shares may convert any or all of its Class B Shares into an equal number of our ordinary shares at any time.

A Class B Share shall automatically convert into one ordinary share upon the transfer of such Class B share to any person, except in the event of a transfer to (i) a Permitted Holder, (ii) a transferee in a Forty Percent Transfer, (iii) or a permitted pledgee of the Class B Share; provided that the conversion of any Class B Shares which are transferred in the circumstances described below in the section titled “Additional Shareholder Agreements” shall be subject to the entry into the relevant shareholders agreement described below. Class B Shares may be pledged as collateral security for any indebtedness for borrowed money due to the person to whom the pledge is made or its nominee; provided that such Class B Shares shall not be voted on or registered in the name of the pledgee and shall automatically convert into ordinary shares upon the pledgee foreclosing on such shares.

### ***Board-Related Rights***

Our board of directors consists of ten members, comprising four directors nominated by the Class B Members (including one Mauritius resident), two directors nominated by our company, one director nominated by Ctrip and three independent directors (including one Mauritius resident).

So long as the Permitted Holders beneficially own 10% or more of our issued and outstanding voting securities, the Class B Members will be entitled to (i) nominate from time to time a number of directors to our board of directors in proportion to their percentage beneficial ownership of our issued and outstanding voting securities (including if over 40%), rounded to the nearest whole number; provided that, for so long as the Class B Members, either alone or together with certain permitted transferees, are entitled to nominate at least four directors to our board of directors, at least one of the nominees shall be a Mauritius resident and (ii) request the removal of any Class B director at any time. In the event of any vacancy of a Class B director, the Class B Members shall have the exclusive right to designate a replacement to fill such vacancy, and except as required by law or our Constitution, neither our company nor our board of directors may remove any Class B director unless such removal is at the written direction of the Class B Members or for cause.

In the event the number of Class B directors at any given time is greater than the number of directors the holders of Class B Shares are entitled to nominate (in proportion to their percentage beneficial ownership as described above), the Class B Members shall cause the applicable number of Class B directors to tender their resignations from our board of directors promptly, including causing all Class B directors to tender resignations in the event the Permitted Holders no longer beneficially own at least 10% of our issued and outstanding voting securities.

At any time the Permitted Holders beneficially own 15% or more of our issued and outstanding voting securities, then the quorum for meetings of the board of directors shall require a majority of the board of directors, including no fewer than two Class B directors and two Mauritius resident directors. If a quorum is not met due to the absence of Class B directors, the meeting of the board of directors will be postponed one week, and quorum may be achieved at such postponed meeting without the presence of the Class B directors; provided, however, any action taken at such postponed meeting with respect to a Reserved Matter shall continue to be subject to the requirements with respect to the Reserved Matters described below.

At any time the Permitted Holders beneficially own 10% or more of our issued and outstanding voting securities:

- one Class B director shall serve on each committee of our board of directors. In addition, for so long as Class B Members are entitled to nominate directors or Class B directors in fact serve on our board of directors, (i) the board of directors will not form an executive committee (or similar committee) unless the Class B directors are represented on such committee in proportion to the percentage beneficial ownership of our issued and outstanding voting securities held by Class B Members, rounded to the nearest whole number and (ii) all consideration of, and voting with respect to, any business combination, tender offer or exchange offer, sale or acquisition of material assets, liquidation or dissolution, in each case involving our holding company or any of our subsidiaries or our or their securities or a material amount of the assets or businesses of our holding company or any of our subsidiaries, and any material financing transactions and appointment and employment of executive officers, will take place only with the full board of directors; and
- if no Class B director serves on the audit committee, the Class B Members shall have the right to appoint a representative to attend audit committee meetings as an observer.

### ***Pre-emptive Rights***

If we propose to issue voting securities and all Permitted Holders beneficially own 10% or more of our issued and outstanding voting securities, the Class B Members shall have the right to subscribe for and purchase additional Class B Shares from us in such amount as will cause the percentage of voting power of the Permitted Holders after giving pro forma effect to such new issuance of voting securities and purchase of Class B Shares to be equal to the percentage of voting power of the Permitted Holders as calculated immediately prior to the consummation of such new issuance of voting securities and purchase of Class B Shares and otherwise preserve and maintain the relative voting and distribution rights of the Class B Members.

“Permitted Holders” refer to (i) Naspers or any of its affiliates, (ii) any person that directly or indirectly acquires all or a substantial portion of Naspers’ e-commerce business or any affiliate of such person, (iii) any person that directly or indirectly acquires all or a substantial portion of Naspers’ business-to-consumer business or any affiliate of such person or (iv) the transferee or its affiliates following a Forty Percent Transfer. A “Forty Percent Transfer” refers to a transfer or series of transfers of Class B Shares to a person other than a Permitted Holder by one or more Class B Members (or the transferee in a Forty Percent Transfer) involving (i) Class B Shares equal to or more than 40% of the total voting power of all our voting securities or (ii) all of the Class B Shares held by such transferring Class B Members or transferee, so long as such Class B Shares represent at least 30% of the total voting power of all our voting securities.

The price payable in connection with the exercise of such pre-emptive rights by the Class B Members shall be as follows:

- in the case of voting securities issued pursuant to an employee benefit plan, the market price on the date of the issuance of such voting securities issued upon the exercise or settlement of any equity awards under such employee benefit plan;
- in the case of voting securities issued as consideration for the acquisition by us of any business, assets or other person, the implied price per share pursuant to the terms of such acquisition (taking into account any indebtedness assumed pursuant to such acquisition); and
- in the case of any other issuance of voting securities, the same price offered to all other investors participating in such issuance.

### ***Transfer Restrictions***

Until January 31, 2019, Class B Members cannot transfer any of their Covered Shares to certain specified competitors. Furthermore, until January 31, 2018, Class B Members cannot transfer any of their Covered Shares to any person who, after giving effect to such transfer, would beneficially own 15% or more of our issued and outstanding voting securities. However, these restrictions shall not apply to the following types of transfers:

- transfers to Permitted Holders;
- transfers pursuant to any business combination approved in advance by our board of directors or a third party tender offer for our shares;

- transfers pursuant to any registered public offering in accordance with the Securities Act, but only so long as the Class B member uses reasonable best efforts to ensure that such offering does not result in any person becoming the beneficial owner of 15% or more of our issued and outstanding voting securities;
- transfers pursuant to any open market sales made in accordance with Rule 144 under the Securities Act, but only so long as the Class B member uses reasonable best efforts to ensure that such open market sales do not result in any person becoming the beneficial owner of 15% or more of our issued and outstanding voting securities;
- transfers to our holding company or any of our subsidiaries, including pursuant to any open market share repurchase program or an issuer self-tender offer or any other transaction pursuant to which any capital stock of our holding company is acquired by our company or any plan or trust in respect of which voting is controlled by our company; or
- transfers made pursuant to transactions approved in advance by our board of directors.

#### ***Reserved Matters***

At any time that the Permitted Holders beneficially own 15% or more of our issued and outstanding voting securities, the following matters (“Reserved Matters”) shall require the approval of both a majority of our board of directors (including Class B directors) and a majority of the Class B directors:

- entering into any transaction that would impose limitations on the legal rights of Class B Members, or deny Class B Members material benefits or otherwise adversely discriminate against Class B Member as a shareholder of MakeMyTrip;
- amending, restating, waiving or otherwise modifying any provision of any investor rights agreement, investment agreement, shareholder agreement or other contract entered into with any of our shareholders in any manner that would be adverse to the rights of any Class B Member or more favorable to the rights of such other shareholders thereunder than to the rights of the Class B Members under the Terms of Issue;
- entering into any contract or transaction, or series of related transactions, that purports to or in fact limits (i) the activities that may be conducted by any Class B Member or its affiliates or (ii) in any material respect, other than in the ordinary course of business (including pursuant to customary covenants entered into as part of ordinary course financing arrangements), the scope of business that we may conduct (whether through restraint of trade or non-competition covenants or similar provisions);
- entering into any contract or transaction, or series of related transactions, providing for or resulting in (i) any person, other than Class B Members or their affiliates, becoming the beneficial owner of more than 35% of our issued and outstanding voting securities or otherwise acquiring (directly or indirectly) effective control of our company or (ii) the sale, lease, transfer, conveyance or other disposition of all or substantially all of the assets of our company and our subsidiaries to any person other than Class B Members and their affiliates;
- approving, adopting or implementing any takeover defense measure (including any “poison pill,” stockholder rights plan or similar anti-takeover agreement or plan), other than any such measure, plan or agreement that would not apply to Class B Members and their affiliates;
- selling, exchanging, transferring or otherwise disposing of any assets or subsidiary of MakeMyTrip, in one or a series of transactions, if (i) the annualized revenue generated by such assets or subsidiary, together with the annualized revenue of all assets or subsidiaries so disposed of within the twelve month period ending on the date of such disposal, exceeds 50% of our consolidated total revenue for the preceding fiscal year, (ii) such assets or subsidiary, together with all assets or subsidiaries so disposed of within the twelve month period ending on the date of such disposal, represents more than 50% of our consolidated total assets as of the end of the preceding fiscal year or (iii) such assets or subsidiary, together with all assets or subsidiaries so disposed of within the twelve month period ending on the date of such disposal, represents more than 50% of our total number of transactions for the preceding fiscal year;
- issuing any securities where such issuance would require the prior approval of our ordinary shareholders pursuant to Rule 5635 of the Nasdaq Rules as in effect on October 18, 2016, or if our ordinary shares are no longer listed on the NASDAQ, the rules of any other stock exchange or market on which the ordinary shares are then listed (in each case treating MakeMyTrip as if it were not a “foreign private issuer”);

- causing us to enter into any line of business other than the online travel and travel services businesses;
- incurring, assuming, issuing, guaranteeing or otherwise becoming liable for indebtedness which, when aggregated with the principal amount of all other indebtedness then outstanding, would require approval of our shareholders under applicable law, or which would exceed 20% of our consolidated total assets as of the end of the preceding fiscal year;
- terminating the employment of our executive chairman and group chief executive officer, our co-founder and chief executive officer – India, or appointing any new or additional executive chairman and group chief executive officer, co-founder and chief executive officer – India; and
- increasing or decreasing the size of our board of directors if such increase or decrease would result in a decrease in the percentage of the Class B directors represented on our board of directors.

#### ***Additional Shareholder Agreements***

In connection with any transfer of Class B Shares to a person other than a Permitted Holder of a number Class B Shares equal to or more than 30% (but less than 40%) of the total voting power of our voting securities, the transferring holder of Class B Shares shall have the option to require us to enter into a separate shareholders' agreement with the relevant transferee, pursuant to which such transferee shall be provided with substantially the same rights (and be subject to the same restrictions on transfer set forth in the Terms of Issue) regarding pre-emptive rights, board-related rights (including rights with respect to Reserved Matters) and inspection rights as those provided to holders of Class B Shares in the Terms of Issue, as well as registration rights consistent with those provided to MIH Internet in the 2016 Registration Rights Agreement.

In connection with any transfer of Class B Shares to a person other than a Permitted Holder of a number Class B Shares equal to or more than 15% (but less than 30%) of the total voting power of our voting securities, the transferring holder of Class B Shares shall have the option to require us to enter into a separate shareholders' agreement with the relevant transferee, pursuant to which such transferee shall be provided with substantially the same rights (and be subject to the same restrictions on transfer set forth in the Terms of Issue) regarding pre-emptive rights, board-related rights (but excluding rights with respect to Reserved Matters) and inspection rights as those provided to holders of Class B Shares in the Terms of Issue, as well as registration rights consistent with those provided to MIH Internet in the 2016 Registration Rights Agreement.

#### ***Inspection and Information Rights***

For so long as the Permitted Holders beneficially own 10% or more of our issued and outstanding voting securities, Class B Members shall be entitled to have reasonable access to our personnel, properties, systems, contracts, records and representatives, subject to certain exceptions.

#### ***Differences in Corporate Law***

The Mauritius Companies Act differs from laws applicable to United States corporations and their shareholders. Set forth below is a summary of the significant differences between the provisions of the Mauritius Companies Act applicable to us and the laws applicable to companies incorporated in the United States and their shareholders.

Pursuant to the Mauritius Companies Act, subject to certain exceptions prescribed in the Mauritius Companies Act, a Mauritius company shall not enter into the following transactions unless the transaction is approved by special resolution or contingent on approval by special resolution of the shareholders of the company:

- (a) the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 75.0% of the value of the company's assets before the acquisition;
- (b) the disposition of, or an agreement to dispose of, whether contingent or not, assets of the company the value of which is more than 75.0% of the value of the company's assets before the disposition; or
- (c) a transaction that has or is likely to have the effect of the company acquiring rights or interests or incurring obligations or liabilities the value of which is more than 75.0% of the value of the company's assets before the transaction (provided that this will not apply by reason only of the company giving, or entering into an agreement to give, a charge secured over assets of the company, the value of which is more than 75.0% of the value of the company's assets for the purpose of securing the repayment of money or the performance of an obligation).

Under the Mauritius Companies Act, a special resolution is a resolution that is approved by a majority of 75.0% or, if a higher majority is required by the constitution of a Mauritius company, that higher majority, of the votes of those shareholders entitled to vote and voting on the resolution.

Where a transaction involves the acquisition or disposition or the acquiring of rights, interests or incurring obligations of, in any case, more than half the value of the Mauritius company's assets, subject to certain exceptions prescribed in the Mauritius Companies Act, the transaction has to be approved by ordinary resolution or contingent on approval by ordinary resolution, and a Mauritius company shall not enter into the following transactions unless the transaction is approved by ordinary resolution or contingent on approval by ordinary resolution of the shareholders of the company:

- (a) the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 50.0% of the value of the company's assets before the acquisition;
- (b) the disposition of, or an agreement to dispose of, whether contingent or not, assets of the company the value of which is more than 50.0% of the value of the company's assets before the disposition; or
- (c) a transaction that has or is likely to have the effect of the company acquiring rights or interests or incurring obligations or liabilities the value of which is more than 50.0% of the value of the company's assets before the transaction (provided that this will not apply by reason only of the company giving, or entering into an agreement to give, a charge secured over assets of the company, the value of which is more than 50.0% of the value of the company's assets for the purpose of securing the repayment of money or the performance of an obligation).

Under the Mauritius Companies Act, an ordinary resolution is a resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the matter which is the subject of the resolution.

### ***Mergers and Similar Arrangements***

A merger of two or more constituent companies under Mauritius law requires an amalgamation proposal to be approved by the directors of each constituent company and by special resolution of the shareholders of each constituent company.

A merger between a Mauritius parent company and its Mauritius subsidiary or subsidiaries does not require approval by a resolution of shareholders. For this purpose a "subsidiary" has the meaning assigned to it by the Mauritius Companies Act.

Save in certain circumstances, a dissenting shareholder of a Mauritius constituent company is entitled to payment of the fair and reasonable price for his shares upon dissenting to a merger or consolidation. The exercise of appraisal rights will normally preclude the exercise of any other rights save for the right to seek relief on the grounds that the merger or consolidation is void or unlawful.

In addition, there are statutory provisions that facilitate the reconstruction and amalgamation of companies where the Supreme Court of Mauritius, on the application of the company or, with leave of the court, any shareholder or creditor of the company, may order that an arrangement or amalgamation or compromise shall be binding on the company and on such other persons or classes of persons as the court may specify and any such order may be made on such terms and conditions as the court thinks fit.

### ***Shareholders' Suits***

In principle, we will normally be the proper plaintiff, but under the Mauritius Companies Act, the Mauritius courts may grant leave to a shareholder (including a minority shareholder) to bring a derivative action.

### ***Indemnification of Directors and Executive Officers and Limitation of Liability***

Under the Mauritius Companies Act, a company may indemnify a director or employee of the company or a related company for any costs incurred by him or the company in respect of any proceedings (a) that relates to liability for any act or omission in his capacity as a director or employee and (b) in which judgment is given in his favor, in which he is acquitted, which is discontinued, in which he is granted relief under section 350 of the Mauritius Companies Act or where proceedings are threatened and such threatened action is abandoned or not pursued.

The Mauritius Companies Act further provides that a company may indemnify a director or employee of the company or a related company in respect of (a) liability to any person, other than the company or a related company, for any act or omission in his capacity as a director or employee or (b) costs incurred by that director or employee in defending or settling any claim or proceedings relating to any such liability, save in respect of any criminal liability or liability in respect of a breach (in the case of a director) of the duty to exercise his powers honestly in good faith in the best interests of the company. Our Constitution provides for indemnification, to the extent permitted by Mauritius law, of our directors and officers for costs, charges, losses, expenses and liabilities incurred or sustained by them in the execution and discharge of their duties in their respective offices or in relation thereto, except in respect of their own fraud or dishonesty.

### ***Directors' Fiduciary Duties***

Under Delaware corporate law, a director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components: the duty of care and the duty of loyalty. The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself of, and disclose to shareholders, all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director act in a manner he or she reasonably believes to be in the best interests of the corporation. He or she must not use his or her corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, a director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.

As a matter of Mauritius law, a director of a Mauritius company is in the position of a fiduciary with respect to the company and therefore it is considered that he owes duties to the company that include a duty to act bona fide in the best interests of the company, a duty not to make a profit based on his or her position as director (unless the company permits him to do so) and a duty not to put himself in a position where the interests of the company conflict with his or her personal interest or his or her duty to a third party. Under the Mauritius Companies Act, our directors have a duty to our company to exercise their powers honestly, in good faith and in the best interests of our company. Our directors also have a duty to our company to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Where a director of a public company also holds office as an executive, the director is required under Mauritius law to exercise that degree of care, diligence and skill which a reasonably prudent and competent executive in that position would exercise. In fulfilling their duty of care to our company, our directors must ensure compliance with the Mauritius Companies Act and our Constitution, as amended from time to time.

Neither Mauritius law nor our Constitution requires the majority of our directors to be independent.

### ***Shareholder Action by Written Consent***

Under the Delaware General Corporation Law, a corporation may eliminate the right of shareholders to act by written consent by amendment to its certificate of incorporation. Mauritius law provides that, save for the annual meeting of a company, shareholders may approve corporate matters by way of a unanimous written resolution signed by or on behalf of each shareholder who would have been entitled to vote on such matter at a general meeting without a meeting being held or by resolution in writing signed by shareholders holding not less than 75.0% of the votes entitled to be cast on that resolution, or such percentage above 75.0% as is required under the constitution.

### ***Shareholder Meetings***

Shareholders of a Delaware corporation generally do not have the right to call meetings of shareholders unless that right is granted in the certificate of incorporation or bylaws. However, if a corporation fails to hold its annual general meeting within a period of 30 days after the date designated for the annual meeting, or if no date has been designated for a period of 13 months after its last annual general meeting, the Delaware Court of Chancery may order a meeting to be held upon the application of a shareholder.

Mauritius law and our Constitution allow our shareholders to requisition a shareholders' meeting. We are obliged by law to call a shareholders' annual meeting once every year.

### ***Cumulative Voting***

Under the Delaware General Corporation Law, cumulative voting for elections of directors is not permitted unless the corporation's certificate of incorporation specifically provides for it. Cumulative voting potentially facilitates the representation of minority shareholders on a board of directors since it permits the minority shareholder to cast all the votes to which the shareholder is entitled on a single director, which increases the shareholder's voting power with respect to electing such director. As permitted under Mauritius law, our Constitution does not provide for cumulative voting. As a result, our shareholders are not afforded any less protections or rights on this issue than shareholders of a Delaware corporation.

### ***Removal of Directors***

Under the Delaware General Corporation Law, a director of a corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. Under our Constitution, directors may be removed by ordinary resolution of our shareholders.

### ***Transactions with Interested Shareholders***

The Delaware General Corporation Law contains business combination provisions applicable to Delaware corporations whereby, unless a corporation has specifically elected not to be governed by such statute by amendment to its certificate of incorporation, it is prohibited from engaging in certain business combinations with an "interested shareholder" for three years following the date that such person becomes an interested shareholder. Subject to specified exceptions, an interested shareholder is a person or a group that owns 15.0% or more of the corporation's outstanding voting stock (including any rights to acquire stock pursuant to an option, warrant, agreement, arrangement or understanding, or upon the exercise of conversion or exchange rights, and stock with respect to which the person has voting rights only), or is an affiliate or associate of the corporation and was the owner of 15.0% or more of the corporation's outstanding voting stock at any time within the previous three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction that resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target's board of directors.

There is no such statutory provision under Mauritius law restricting transactions between a company and its significant shareholders.

### ***Dissolution; Winding Up***

Under the Delaware General Corporation Law, unless the board of directors approves the proposal to dissolve, dissolution must be approved by all shareholders entitled to vote thereon. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation's outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board.

Under Mauritius law, a company may be wound up by either an order of the courts of Mauritius or by a special resolution of its members or, if the company is unable to pay its debts, by a special resolution of its members with leave of the court. The court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the court, just and equitable to do so.

Under the Insolvency Act 2009 of Mauritius, our company may be dissolved, liquidated or wound up by special resolution of our shareholders.

### ***Variation of Rights of Shares***

Under the Delaware General Corporation Law, a corporation may vary the rights of a class of shares with the approval of a majority of the outstanding shares of such class, unless the certificate of incorporation provides otherwise. Under Mauritius law and our Constitution, if our share capital is divided into more than one class of shares, we may vary the rights attached to any class only with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

### ***Amendment of Governing Documents***

Under the Delaware General Corporation Law, a corporation's governing documents may be amended with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise. As permitted by Mauritius law, our Constitution may only be amended by special resolution of our shareholders.

### ***Rights of Non-Resident or Foreign Shareholders***

There are no limitations imposed by our Constitution on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares.

### ***Issuance of Preferred Shares***

Our Constitution allows for our company to issue preferred shares. Our Constitution provides that the directors of our company may offer, issue, grant options over or otherwise dispose of shares of our company to such persons, at such times and for such consideration and upon such terms and conditions as the board of directors of our company may in its absolute discretion determine (save that no shares shall be issued below the par value of the share) and that any share in our company may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as our company may determine or, if there has not been any such determination or so far as the same does not make specific provision, as the board of directors of our company may determine.

### ***Compulsory Acquisition***

The Financial Services Commission in Mauritius has issued the Securities (Takeover) Rules 2010, or the Rules, under the Financial Services Act 2007 of Mauritius and the Mauritius Securities Act which may apply to takeover offers where the offeree is a reporting issuer in Mauritius and to a corporation holding a global business license which is listed on a relevant securities exchange. The Rules include provisions, inter alia, for the making of a mandatory offer and compulsory acquisition of shares. The Rules came into operation on May 1, 2011.

### ***Anti-Takeover Provisions***

Mauritius law does not prevent Mauritius companies from adopting a wide range of defensive measures, such as staggered boards, issue of preferred shares, adoption of poison pill shareholder rights plans and provisions that restrict the rights of shareholders to call meetings. Our Constitution includes the following provisions which may be regarded as defensive measures: (i) a staggered board of directors, (ii) the ability to issue preferred shares, (iii) granting directors the absolute discretion to decline to register a transfer of any shares (other than fully paid share), and (iv) requiring that amendments to the Constitution be approved by a special resolution of the shareholders of our company.

### ***Ctrip Investor Rights Agreement***

On January 7, 2016, we entered into a purchase agreement pursuant to which we issued and sold \$180.0 million of 4.25% convertible notes due 2021, redeemable at par value, in two tranches to Ctrip. On October 28, 2016, we issued an aggregate of 9,857,028 ordinary shares (comprising 659,939 ordinary shares issued from treasury shares held by us and 9,197,089 new ordinary shares) to Ctrip upon conversion of all its convertible notes.



In connection with the issuance of convertible notes to Ctrip, we entered into the Ctrip Investor Rights Agreement, pursuant to which Ctrip is entitled to designate one director to our board of directors, which director is also entitled to be nominated or appointed to the compensation committee of our board of directors, subject to the approval of our board of directors (which approval shall not to be unreasonably withheld). Ctrip is entitled to this director nomination right so long as (i) the sum of the number of ordinary shares and the number of ordinary shares into which the then-outstanding convertible notes may be converted, in each case, beneficially owned by Ctrip (together with its subsidiaries) is at least 5,057,952 ordinary shares (subject to adjustment for any share split, share dividend, recapitalization, reclassification or similar transaction in respect of any such ordinary shares); and (ii) the director nomination right has not terminated as a result of any material breach by Ctrip of any provision of the Ctrip Investor Rights Agreement in accordance the terms thereof. On January 27, 2016, James Jianzhang Liang was appointed as a director of our company as a nominee of Ctrip.

On October 18, 2016, we entered into an amendment to the Ctrip Investor Rights Agreement pursuant to which the number of ordinary shares to be beneficially owned by Ctrip in order for it to exercise such board-nomination rights was increased to 9,857,028 ordinary shares (subject to any adjustments described in this section), effective from January 31, 2017. On October 28, 2016, we issued an aggregate of 9,857,028 ordinary shares (comprising 659,939 ordinary shares issued from treasury shares held by us and 9,197,089 new ordinary shares) to Ctrip upon conversion of all its convertible notes. On May 5, 2017, we completed a private placement of 5,500,000 of our ordinary shares to various investors (including 916,666 of our ordinary shares to Ctrip) at a price of \$36.00 per ordinary share and 3,666,667 of our Class B Shares to MIH Internet at a price of \$36.00 per Class B Share, which generated total gross proceeds of \$330 million.

Subject to the terms and conditions of the Ctrip Investor Rights Agreement, Ctrip and its subsidiaries are prohibited from transferring, directly or indirectly, any ordinary shares to our competitors, a list of which was amended in connection with the amendment to the Ctrip Investor Rights Agreement and which may be updated upon mutual agreement from time to time.

## **Registration Rights**

### ***2016 Registration Rights Agreement***

Pursuant to a registration rights agreement dated October 18, 2016 that we entered into with MIH Internet, Travogue, Mr. Deep Kalra, Mr. Keyur Joshi, Ctrip and SAIF, effective as of January 31, 2017 (“2016 Registration Rights Agreement”), we granted certain registration rights to such shareholders and their permitted transferees. Registration rights granted pursuant to a shareholders agreement dated as of July 16, 2010, by and among our company, Mr. Deep Kalra, Mr. Keyur Joshi and Mr. Sachin Bhatia, SAIF, Travogue, Helion Venture Partners, LLC, Sierra Ventures VIII-A, L.P., Sierra Ventures VIII-B, L.P., Sierra Ventures Associates VIII, LLC, Tiger Global Private Investment Partners IV, L.P., Tiger Global Private Investment Partners V, L.P., Mr. Lee Fixel, Mr. Feroz Dewan, and Mr. Scott Shleifer and the Ctrip Investor Rights Agreement were superseded by and replaced with the registration rights provisions in the 2016 Registration Rights Agreement. MIH Internet, Travogue, Mr. Kalra, Mr. Joshi, SAIF and Ctrip and their permitted transferees under the 2016 Registration Rights Agreement are referred to in this section individually as a “2016 Shareholder” and collectively as the “2016 Shareholders.”

Under the 2016 Registration Rights Agreement, at any time after April 16, 2017, one or more 2016 Shareholders are entitled to demand registration of their ordinary shares having a proposed aggregate offering price (net of underwriting commissions) of at least \$5 million (unless such 2016 Shareholder is proposing to sell all of its remaining shares) (“Registrable Amount”). We will not be required to effect more than two demand registrations per Shareholder Group (as defined in the 2016 Registration Rights Agreement) in any twelve month period. Furthermore, we will not be obligated to (a) maintain the effectiveness of a registration statement filed pursuant to a demand registration for a period longer than 180 days (or three years in the case of a shelf registration statement) or (b) effect any demand registration (i) within 90 days of a “firm commitment” underwritten registration in which all 2016 Shareholders holding a Registrable Amount are given “piggyback” rights pursuant to the 2016 Registration Rights Agreement and at least 85% of the number of shares requested by each of the 2016 Shareholders to be included in such registration statement are included or (ii) within 90 days of any other demand registration.

We are entitled to postpone the filing of a registration statement or the facilitation of a registered offering for up to 90 days in the event and during such time that our board of directors determines in good faith and in its reasonable judgment that a registration of securities would reasonably be expected to materially adversely affect or materially interfere with any *bona fide* material financing of our company or any material transaction under consideration by our company or would require disclosure of information that has not been and is not required to be disclosed to the public, the premature disclosure of which would materially adversely affect our company. We refer to each period of postponement as a “Blackout Period.” A Blackout Period may not occur more than twice in any period of twelve consecutive months and the total length of all Blackout Periods in any period of twelve consecutive months shall not exceed 120 days in the aggregate.

In the event that we are required to effect a demand registration, MIH Internet shall provide us with any financial information reasonably requested by us in connection with the preparation and delivery of any pro forma financial statements or historical consolidated financial statements required to be included in the applicable registration statement.

Whenever we propose to register any of our securities on a registration statement other than on Form F-4 or Form S-8 (or any successor forms thereof) or pursuant to a demand registration or shelf registration, we will give the 2016 Shareholders prompt written notice of the registration and allow the 2016 Shareholders to participate in such registration.

In connection with a demand registration and subject to the availability of a registration statement on Form F-3 (or any successor form) to us, any 2016 Shareholder requesting a demand registration or otherwise participating in such demand registration may by written notice require us to file as soon as practicable (but no later than 60 days after such notification) and use reasonable best efforts to be declared effective by the SEC (within 60 days after such filing date), a shelf registration statement on Form F-3.

We will use reasonable best efforts to keep shelf registration statements demanded by any 2016 Shareholder continuously effective until the earlier of (a) three years after the shelf registration statement has been declared effective and (b) the date on which all registrable securities covered by a shelf registration statement have been sold thereunder. We will not be required to file more than two shelf registration statements per 2016 Shareholder in any twelve month period. We will also be entitled to require 2016 Shareholders to suspend the use of prospectuses for sale under the shelf registration statement for any Blackout Period.

In connection with any underwritten offering of securities, each 2016 Shareholder participating in such offering agrees to enter into customary lock-up agreements, restricting transfers of their shares in our company.

All fees and expenses incident to our performance under the 2016 Registration Rights Agreement will be borne by us. Each 2016 Shareholder participating in a registration will pay its *pro rata* portion (based on the number of securities registered in the offering) of all underwriting discounts and commissions and transfer taxes, if any, relating to the sale of such 2016 Shareholder’s securities pursuant to any registration.

On July 19, 2017, we filed a registration statement on Form F-3 to register 43,051,241 of our ordinary shares held by MIH Internet, including 42,638,206 ordinary shares issuable upon conversion of our outstanding Class B convertible ordinary shares, pursuant to the exercise of its demand registration right by MIH Internet under the abovementioned 2016 Registration Rights Agreement. The registration statement was declared effective on July 19, 2017. As of March 31, 2018, no shares had been sold by MIH Internet under such registration statement.

See also “– 2017 Registration Rights Agreement” for information on the exercise of its demand registration right by Ctrip under the abovementioned 2016 Registration Rights Agreement on July 18, 2017.

### **2017 Registration Rights Agreement**

Pursuant to a registration rights agreement dated May 2, 2017 that we entered into with all investors (excluding Ctrip) who purchased ordinary shares in connection with our private placement (“2017 Registration Rights Agreement”) of 4,583,334 ordinary shares (the “Placement Shares”), we granted certain registration rights to such investors and their permitted transferees. Under the 2017 Registration Rights Agreement, we were required to file a registration statement covering all of the Placement Shares by July 19, 2017 and to have it declared effective by August 18, 2017 (provided that there is no review of the registration statement by the SEC). Such investors and their permitted transferees under the 2017 Registration Rights Agreement are referred to in this section individually as a “2017 Shareholder” and collectively as the “2017 Shareholders.”

We are required to keep the registration statement effective until the earliest of (a) two years following the date the registration statement is first declared effective, (b) the date all of the Placement Shares have been sold, or (c) the date that all of the Placement Shares may be sold without volume or manner-of-sale restrictions pursuant to Rule 144 of the Securities Act and without the requirement for us to be in compliance with the current public information requirement under Rule 144 of the Securities Act.

If (i) the initial registration statement is not filed prior to the filing deadline or if the registration statement is filed without affording the 2017 Shareholders the opportunity to review and comment on the statement, (ii) the registration statement is not declared effective by the effectiveness deadline or (iii) after the effective date of the registration statement, such statement ceases for any reason (other than due to the inaccuracy of information regarding the 2017 Shareholders) or 2017 Shareholders cannot use the prospectus under such registration statement for more than 30 consecutive days or 60 non-consecutive days in a twelve-month period, then on the date of such event and each monthly anniversary thereafter, we are obligated to pay each 2017 Shareholder partial liquidated damages of 1% of the consideration paid for the Placement Shares, up to a maximum of 6% of the consideration paid.

All fees and expenses incident to our performance under the 2017 Registration Rights Agreement are to be borne by us, including all reasonable fees and expenses of our counsel and independent registered public accountants; provided, however, we are not responsible for any broker or similar commissions or legal fees and other costs of any 2017 Shareholder.

On July 18, 2017, we filed a registration statement on Form F-3 to register to 15,357,028 of our ordinary shares, comprising 9,857,028 ordinary shares that were issued to Ctrip pursuant to the conversion its convertible notes on October 28, 2016 and 5,500,000 ordinary shares held by various investors (including Ctrip) who had purchased such ordinary shares pursuant to a private placement completed on May 5, 2017, pursuant to the exercise of demand registration rights by Ctrip and such other investors under the above mentioned 2017 Registration Rights Agreement and, in respect of Ctrip, the 2016 Registration Rights Agreement. The registration statement was declared effective on July 18, 2017. As of March 31, 2018, no shares had been sold by Ctrip or our other shareholders under such registration statement.

### **C. Material Contracts**

Described herein.

### **D. Exchange Controls**

#### **India**

India regulates ownership of Indian companies by foreigners. Foreign investment in securities issued by Indian companies and exchange controls are generally regulated by the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder or the FEMA. Transfers of any security of an Indian company from foreigners to Indian residents and vice versa are required to be in accordance with FEMA or as permitted by the Reserve Bank of India. These regulations and restrictions may apply to acquisitions by us or our affiliates, including MMT India, ibibo India and affiliates which are not resident in India, of shares in Indian companies or the provision of funding by us or any other entity to Indian companies within our group. For example, under its consolidated foreign direct investment policy, or the FDI policy, the Government of India has set out additional requirements for foreign investments in India, including requirements with respect to downstream investments by Indian companies owned or controlled by foreign entities, and the transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entities to foreigners, as well as such transactions between foreigners. These requirements currently include restrictions on pricing, valuation of shares and sources of funding for such investments and may in certain cases require prior notice to or approval from the Government of India. Further, the FEMA restricts us from lending to or borrowing from our Indian subsidiaries. In addition, the Government of India has recently made and may continue to make revisions to the FDI policy on e-commerce in India, including in relation to business model and permitted services. Such changes may require us to make changes to our business in order to comply with Indian law.

Our ability to pay dividends to our shareholders will depend on, among other things, the availability of dividends from MMT India and ibibo India. As of the date of this Annual Report, MMT India and ibibo India have not paid any cash dividends on its equity shares to us. Dividends other than in cash are not permitted under Indian law. The declaration and payment of any dividends in the future will be recommended by the boards of

directors of MMT India and ibibo India and approved by the shareholders of each of MMT India and ibibo India at their discretion and would depend on a number of factors, including the financial condition, results of operations, capital requirements and surplus, contractual obligations, applicable Indian legal restrictions, the provisions of the articles of association, the terms of the credit facilities and other financing arrangements of MMT India or ibibo India at the time a dividend is considered and other factors considered relevant by the board of directors of MMT India or ibibo India. MMT India and ibibo India may also from time to time pay interim dividends. Each of MMT India and ibibo India are liable to pay dividend distribution tax in India at the rate of 15.0%, plus applicable cess and surcharge, on any dividends paid by MMT India or ibibo India.

Under Indian law, a company declares dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the annual general meeting of shareholders held within six months of the end of each fiscal year. However, while final dividends can be paid out by a company only after such dividends have been recommended by the board of directors and approved by shareholders, interim dividends can be paid out with only a recommendation by the board of directors. The shareholders have the right to decrease but not to increase any dividend amount recommended by the board of directors. Under Indian law, shares of a company belonging to the same class must receive equal dividend treatment.

Each of MMT India and ibibo India may, before the declaration of any dividend in any financial year, transfer such percentage of profits for that financial year as MMT India or ibibo India may consider appropriate to the reserves of MMT India and ibibo India, respectively.

Under Indian law, a company is permitted to declare or pay dividends for any fiscal year out of profits for that year or out of profits for any previous financial year (calculated to include any dividend distribution tax) after providing for depreciation in the manner prescribed. However, no company is permitted to declare dividends unless carried over previous losses and depreciation not provided for in the previous year or years are set off against profits of the company for the current year.

If profits for a particular year are insufficient to declare dividends (including interim dividends), the dividends for that year may be declared and paid out from accumulated profits transferred to the free reserves if the following conditions are fulfilled:

- the rate of dividend to be declared shall not exceed the average of the rates at which dividends were declared in the three years immediately preceding that year (except where no dividends have been declared in each of the preceding three years);
- the total amount to be drawn from the accumulated profits earned in previous years shall not exceed an amount equal to one-tenth of the sum of the company's paid-up share capital and free reserves (based on the latest audited financial statements available), and the amount so drawn shall first be utilized to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared; and
- the balance of the reserves after such withdrawal shall not fall below 15.0% of the company's paid-up share capital (based on the latest audited financial statements available).

## **Exchange Rates**

Our consolidated financial statements and other financial data included in this Annual Report are presented in US dollars. Our business and operations are primarily conducted in India through our Indian subsidiaries, MMT India and ibibo India. The functional currency of MMT India and ibibo India is Indian Rupees and its revenues and expenses are denominated in that currency. We report our consolidated financial results in US dollars. The conversion of Indian Rupees into US dollars in this Annual Report is based on the noon buying rate in The City of New York for cable transfers of Indian Rupees as certified for customs purposes by the Federal Reserve Bank of New York. For your convenience, unless otherwise noted, all translations from Indian Rupees to US dollars and from US dollars to Indian Rupees in this Annual Report were made at a rate of Rs. 65.11 per \$1.00, the noon buying rate in effect as of March 31, 2018. We make no representation that any Indian Rupee or US dollar amounts referred to in this Annual Report could have been or could be converted into US dollars or Indian Rupees, as the case may be, at any particular rate or at all. The effects of foreign currency translation adjustments are included as a component of other comprehensive income in our shareholders' equity.

The following tables set forth, for each of the periods indicated, the low, average, high and period-end noon buying rates in The City of New York for cable transfers, in Indian Rupees per US dollar, as certified for customs purposes by the Federal Reserve Bank of New York. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this Annual Report or will use in the preparation of our periodic reports or any other information to be provided to you.

Period	Indian Rupees per US Dollar Noon Buying Rate			
	Period End	Average (1)	Low	High
<b>Fiscal Year</b>				
2014	60.00	60.42	53.65	68.80
2015	62.31	61.11	58.30	63.67
2016	66.25	65.39	61.99	68.84
2017	64.85	67.01	64.85	68.86
2018	65.11	64.46	63.38	65.71
<b>Month</b>				
December 2017	63.83	64.24	63.83	64.57
January 2018	63.58	63.65	63.38	64.01
February 2018	65.20	64.43	63.93	65.20
March 2018	65.11	65.05	64.83	65.24
April 2018	66.50	65.67	64.92	66.92
May 2018	67.40	67.51	66.52	68.38
June 2018 (2)	67.56	67.13	66.87	67.56

Notes:

- (1) Averages for a period other than one month are calculated by using the average of the noon buying rate at the end of each month during the period. Monthly averages are calculated by using the average of the daily noon buying rates during the relevant month.
- (2) Through June 8, 2018.

## E. Taxation

### Mauritius Tax Consequences

Our company holds a valid Category 1 Global Business License issued by the Financial Services Commission in Mauritius. Our company holds a specific Tax Residence Certificate for India, valid until May 4, 2019, and a general Tax Residence Certificate for all jurisdictions, valid until May 8, 2019, from the Mauritius Revenue Authority, as per the guidelines prescribed by the Mauritius Revenue Authority. These certificates are required for the avoidance of double taxation under the Agreements for the Avoidance of Double Taxation signed between Mauritius and other jurisdictions, including India.

The Income Tax Act 1995 of Mauritius imposes a tax in Mauritius on the chargeable income of our company at the rate of 15.0%. However, under the Income Tax (Foreign Tax Credit) Regulations 1996 of Mauritius, subject to the Income Tax Act 1995 and the regulations of the Income Tax (Foreign Tax Credit) Regulations 1996, credit is allowed for foreign tax on the foreign source income of a resident of Mauritius against Mauritius tax computed by reference to the same income, and where credit is allowed against Mauritius tax chargeable in respect of any income, the amount of Mauritius tax so chargeable shall be reduced by the amount of the credit. Under the Income Tax Act 1995, “foreign source income” means income which is not derived from Mauritius and includes in the case of a corporation holding a Category 1 Global Business License under the Financial Services Act 2007 of Mauritius, income derived from its transactions with non-residents or corporations holding a Category 1 Global Business License under the Financial Services Act. Subject to the provisions of the Income Tax (Foreign Tax Credit) Regulations 1996, no credit is allowed in respect of foreign tax unless written evidence is presented to the Mauritius Revenue Authority showing the amount of foreign tax which has been charged and for this purpose, “written evidence” includes a receipt of the relevant authorities of the foreign country for the foreign tax or any other evidence that the foreign tax has been deducted or paid to the relevant authorities of that country. However, pursuant to regulation 8 of the Income Tax (Foreign Tax Credit) Regulations 1996, if written evidence is not presented to the Mauritius Revenue Authority showing the amount of foreign tax charged on our foreign source income, the amount of foreign tax shall nevertheless be conclusively presumed to be equal to 80.0% of the Mauritius tax chargeable with respect to that income and in such circumstance, the effective tax rate in Mauritius on our chargeable income would be 3.0%.

Following amendments to the Financial Services Act 2007 of Mauritius pursuant to the Finance (Miscellaneous Provisions) Act 2010 in December 2010, Mauritius companies holding a Category 1 Global Business License, or GBC1, issued by the Financial Services Commission in Mauritius are permitted to conduct business both in and outside Mauritius (instead of outside Mauritius only). The operations of a GBC1 company in Mauritius will be subject to tax on chargeable income at the rate of 15.0% in Mauritius. Mauritius currently has no capital gains tax and has no taxation in the nature of a withholding tax on the payment of dividends. There is no withholding tax requirement on interest or royalties payments applicable to us as a holder of a Category 1 Global Business License issued by the Financial Services Commission in Mauritius where such interest is paid to a non-resident of Mauritius not carrying on any business in Mauritius and such royalties are paid to non-residents of Mauritius. There is no estate duty, inheritance tax or gift tax in Mauritius.

Under existing Mauritius laws:

- no capital, transfer or registration duties are levied in Mauritius on the issue, purchase or sale of our ordinary shares;
- dividend payments or other distributions to holders of our ordinary shares are exempt from Mauritius tax, and no withholding will be required of our company on dividend payments or other distributions; and
- gains derived from the sale or disposition of our ordinary shares will not be subject to Mauritius tax.

There are currently no exchange controls or currency exchange restrictions in Mauritius.

Prospective investors are advised to consult their tax advisors with respect to their particular tax situations and the tax effects of an investment in our shares.

## **US Federal Income Taxation**

The following discussion describes certain material US federal income tax consequences to US Holders (as defined below) under current law of an investment in our ordinary shares. This discussion applies only to US Holders that hold the ordinary shares as capital assets (generally, property held for investment) and that have the US dollar as their functional currency. This discussion is based on the tax laws of the United States in effect as of the date of this Annual Report and on US Treasury regulations in effect or, in some cases, proposed as of the date of this Annual Report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below. This summary does not address any estate or gift tax consequences.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks and other financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- broker-dealers;
- traders that elect to use a mark-to-market method of accounting;
- US expatriates;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- persons holding ordinary shares as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10.0% or more of our stock (by vote or value);
- persons subject to special tax accounting rules as a result of any item of gross income with respect to the shares being taken into account in an applicable financial statement;
- persons who acquired ordinary shares pursuant to the exercise of any employee share option or otherwise as compensation;
- US Holders that own ordinary shares through a non-US intermediary; or
- partnerships or other pass-through entities, or persons holding ordinary shares through such entities.

The discussion also does not deal with the consequences of the recently enacted Medicare tax on “net investment income.”

**PROSPECTIVE INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISORS REGARDING THE APPLICATION OF THE US FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, NON-US AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES.**

The discussion below of the US federal income tax consequences to “US Holders” will apply to you if you are a beneficial owner of our ordinary shares and you are, for US federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for US federal income tax purposes) created or organized in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to US federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more United States persons for all substantial decisions or (2) has a valid election in effect under applicable US Treasury regulations to be treated as a United States person (a “US Holder”).

The tax treatment of an entity treated as a partnership for US federal income tax purposes) that holds our ordinary shares and of a partner in such a partnership will depend on the status of such partner and the activities of such partnership. If you are a partner in such partnership, you should consult your tax advisors.

***Dividends and Other Distributions***

Subject to the passive foreign investment company, or PFIC, rules discussed below, the gross amount (in US dollars) of any distribution we make to you with respect to our ordinary shares (including the amount of any non-US taxes withheld therefrom) will generally be includible in your gross income as dividend income, but only to the extent that such distribution is paid out of our current or accumulated earnings and profits (as determined under US federal income tax principles). Amounts not treated as dividend income for US federal income tax purposes will constitute a return of capital and will first be applied against and reduce the tax basis in your ordinary shares, but not below zero. Distributions in excess of our current and accumulated earnings and profits and your tax basis in the ordinary shares will be treated as capital gain realized on the sale or other disposition of the ordinary shares. However, we do not intend to calculate our earnings and profits under US federal income tax principles. Therefore, you should expect that any distribution we make to you will be reported as a dividend even if such distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above. Any dividends we pay will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other US corporations.

With respect to certain non-corporate US Holders, including individual US Holders, dividends may be taxed at the lower capital gains rate applicable to “qualified dividend income,” provided that (1) our ordinary shares are readily tradable on an established securities market in the United States, (2) we are neither a PFIC nor treated as such with respect to you for the taxable year in which the dividend is paid and the preceding taxable year, (3) certain holding period requirements are met, and (4) certain other requirements are met. Under US Internal Revenue Service authority, common or ordinary shares are considered for purposes of clause (1) above to be readily tradable on an established securities market in the United States if they are listed on the Nasdaq Global Market, as our ordinary shares are. You should consult your tax advisors regarding the availability of the lower tax rate applicable to qualified dividend income for any dividends we pay with respect to our ordinary shares, as well as the effect of any change in applicable law after the date of this Annual Report.

For foreign tax credit purposes, the limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, any dividends we pay with respect to our ordinary shares will generally be treated as foreign source income and will generally constitute “passive category income.” If the dividends are taxed as qualified dividend income (as discussed above), the amount of the dividends taken into account for purposes of calculating the foreign tax credit limitation will be limited to the gross amount of the dividends, multiplied by the reduced tax rate applicable to qualified dividend income and divided by the highest tax rate normally applicable to dividends. The rules relating to the determination of the foreign tax credit are complex, and you should consult your tax advisors regarding the availability of a foreign tax credit in your particular circumstances.

### ***Dispositions***

Subject to the PFIC rules discussed below, you will recognize capital gain or loss on any sale, exchange or other taxable disposition of an ordinary share equal to the difference between the amount realized (in US dollars) for the ordinary share and your adjusted tax basis (in US dollars) in the ordinary share. If you are a non-corporate US Holder, including an individual US Holder, that has held the ordinary share for more than one year, you may be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations. Any gain or loss that you recognize on a disposition of our ordinary shares will generally be treated as US source income or loss for foreign tax credit limitation purposes. US Holders are urged to consult their tax advisors regarding the tax consequences if a non-US tax is imposed on a disposition of our ordinary shares, including the availability of the foreign tax credit under their particular circumstances.

### ***Passive Foreign Investment Company***

Based on, among other things, the current and anticipated valuation of our assets and composition of our income and assets, we do not believe we will be a PFIC for US federal income tax purposes for our current taxable year or will become a PFIC in the foreseeable future. However, the application of the PFIC rules is subject to uncertainty in several respects. In addition, a separate determination must be made after the close of each taxable year as to whether we were a PFIC for that year. Accordingly, we cannot assure you that we will not be a PFIC for our current taxable year or any future taxable year.

A non-US corporation will be a PFIC for any taxable year if either:

- at least 75.0% of its gross income for such year is passive income; or
- at least 50.0% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income (the “asset test”).

For this purpose, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, at least 25.0% (by value) of the stock.

Because the value of our assets for purposes of the asset test will generally be determined in part by reference to the market price of our ordinary shares, fluctuations in the market price of the ordinary shares may cause us to become a PFIC. In addition, changes in the composition of our income or assets may cause us to become a PFIC. If we are a PFIC for any taxable year during which you hold ordinary shares, we will continue to be treated as a PFIC with respect to you for all succeeding years during which you hold the ordinary shares, unless we cease to be a PFIC and you make a “deemed sale” election with respect to the ordinary shares. If such election is made, you will be deemed to have sold the ordinary shares you hold at their fair market value and any gain from such deemed sale would be subject to the rules described in the following two paragraphs. After the deemed sale election, so long as we do not become a PFIC in a subsequent taxable year, your ordinary shares with respect to which such election was made will not be treated as shares in a PFIC.



For each taxable year that we are treated as a PFIC with respect to you, you will be subject to special tax rules with respect to any “excess distribution” you receive and any gain you recognize from a sale or other disposition (including a pledge) of the ordinary shares, unless you make a “mark-to-market” election as discussed below. Distributions you receive in a taxable year that are greater than 125.0% of the average annual distributions you received during the shorter of the three preceding years or your holding period for the ordinary shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or recognized gain will be allocated ratably over your holding period for the ordinary shares;
- the amount allocated to the current taxable year and any taxable years in your holding period prior to the first taxable year in which we were a PFIC will be treated as ordinary income; and
- the amount allocated to each other taxable year will be subject to the highest tax rate in effect for individuals or corporations, as applicable, for each such year and the interest charge applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to taxable years prior to the year of disposition or excess distribution cannot be offset by any net operating losses for such years, and gains (but not losses) from a sale or other disposition of our ordinary shares cannot be treated as capital, even if you hold the ordinary shares as capital assets.

If we are treated as a PFIC with respect to you for any taxable year, to the extent any of our subsidiaries are also PFICs or we make direct or indirect equity investments in other entities that are PFICs, you will be deemed to own the shares in such lower-tier PFICs that are directly or indirectly owned by us in that proportion that the value of the ordinary shares you own bears to the value of all of our ordinary shares, and you may be subject to the rules described in the preceding two paragraphs with respect to the shares of such lower-tier PFICs that you would be deemed to own. You should consult your tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

A US Holder of “marketable stock” (as defined below) of a PFIC may make a mark-to-market election for such stock to elect out of the PFIC rules described above regarding excess distributions and recognized gains. If you make a mark-to-market election for our ordinary shares, you will include in gross income for each year that we are a PFIC an amount equal to the excess, if any, of the fair market value of the ordinary shares you hold as of the close of your taxable year over your adjusted tax basis in such ordinary shares. You will be allowed a deduction for the excess, if any, of the adjusted tax basis of the ordinary shares over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on the ordinary shares included in your income for prior taxable years. Amounts included in your gross income under a mark-to-market election, as well as any gain from the actual sale or other disposition of the ordinary shares, will be treated as ordinary income. Ordinary loss treatment will apply to the deductible portion of any mark-to-market loss on the ordinary shares, as well as to any loss from the actual sale or other disposition of the ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ordinary shares. Your tax basis in the ordinary shares will be adjusted to reflect any such income or loss amounts. If you make a mark-to-market election, the tax rules that apply to distributions by corporations that are not PFICs would apply to any distributions that we make, except that the lower tax rate applicable to qualified dividend income (discussed above under “— Dividends and Other Distributions”) generally would not apply.

The mark-to-market election is available only for “marketable stock,” which is stock that is traded in greater than *de minimis* quantities on at least 15 days during each calendar quarter (“regularly traded”) on a qualified exchange or other market, as defined in applicable US Treasury regulations. Our ordinary shares are listed on the Nasdaq Global Market, which is a qualified exchange or other market for these purposes. Consequently, if the ordinary shares are regularly traded and you are a holder of the ordinary shares, we expect that the mark-to-market election would be available to you if we were to become a PFIC. Because a mark-to-market election cannot be made for equity interests in any lower-tier PFICs that we own (unless shares of such lower-tier PFIC are themselves “marketable”), a US Holder may continue to be subject to the PFIC rules described above regarding excess distributions and recognized gains with respect to its indirect interest in any investments held by us that are treated as an equity interest in a PFIC for US federal income tax purposes. You should consult your tax advisors as to the availability and desirability of a mark-to-market election, as well as the impact of such election on interests in any lower-tier PFICs.

Alternatively, a US person that owns stock of a PFIC generally may make a “qualified electing fund” election with respect to such corporation to elect out of the PFIC rules described above regarding excess distributions and recognized gains. A US person that makes a qualified electing fund election with respect to a PFIC will generally include in gross income for a taxable year such US person’s pro rata share of the corporation’s earnings and profits for the taxable year. However, the qualified electing fund election is available only if the PFIC provides such US person with certain information regarding its earnings and profits as required under applicable US Treasury regulations. We currently do not intend to prepare or provide the information that would enable you to make a qualified electing fund election.

Each US shareholder of a PFIC is required to file an annual report containing certain information as required by the applicable US Treasury regulations. If we are or become a PFIC, you should consult your tax advisor regarding any reporting requirements that may apply to you.

You should consult your tax advisors regarding the application of the PFIC rules to your investment in our ordinary shares and the elections discussed above.

### ***Information Reporting and Backup Withholding***

Dividend payments with respect to ordinary shares and proceeds from the sale, exchange or other disposition of ordinary shares may be subject to information reporting to the US Internal Revenue Service and possible US backup withholding. Backup withholding will not apply, however, to a US Holder that furnishes a correct taxpayer identification number and makes any other required certification on US Internal Revenue Service Form W-9 or that is otherwise exempt from backup withholding. US Holders that are exempt from backup withholding should still complete US Internal Revenue Service Form W-9 to avoid possible erroneous backup withholding. You should consult your tax advisors regarding the application of the US information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your US federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing an appropriate claim for refund with the US Internal Revenue Service and furnishing any required information in a timely manner.

### ***Additional Reporting Requirements***

US individuals (and certain entities) that own “specified foreign financial assets” with an aggregate value in excess of certain threshold amounts are generally required to file an information report with respect to such assets with their tax returns. Our ordinary shares are expected to constitute specified foreign financial assets subject to these requirements unless the ordinary shares are held in an account at certain financial institutions. US Holders should consult their tax advisers regarding the application of this requirement to their ownership of our shares.

## **F. Dividends and Paying Agents**

Not applicable.

## **G. Statements by Experts**

Not applicable.

## **H. Documents on Display**

All information filed with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The SEC maintains a website at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that make electronic filings through its Electronic Data Gathering, Analysis, and Retrieval, or EDGAR, system. All our Exchange Act reports and other SEC filings will be available through the EDGAR system.

## **I. Subsidiary Information**

Not applicable.

## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business activities are exposed to a variety of market risks, including credit risk, foreign exchange risk and interest rate risk.

*Credit Risk.* Financial instruments that potentially subject us to concentrations of credit risk consist principally of term deposits, cash equivalents, trade and other receivables and receivable from related party. By their nature, all such financial instruments involve risks, including the credit risk of non-performance by counterparties. Our cash equivalents, bank balances and term deposits are placed with banks with high investment grade credit ratings, and our term deposits may be withdrawn at any time prior to maturity except that this would result in a lower interest rate. Trade and other receivables are typically unsecured and arise mainly from commissions and incentive payments owing to us from our airline suppliers, receivables from our hotel suppliers which represent amounts owing to us from deposits we place with such hotels, and receivables from our corporate and retail customers to whom we typically extend credit periods. We review the credit worthiness of our clients to whom we have granted credit terms in the normal course of the business. We believe there is no significant risk of loss in the event of non-performance of the counterparties to these financial instruments, other than the amounts already provided for in our financial statements. See note 35 to our audited consolidated financial statements included elsewhere in this Annual Report for additional information relating to our exposure to credit risk.

*Foreign Exchange Risk.* We are exposed to movements in currency exchange rates, primarily those related to the US dollar and the Indian Rupee. As the functional currency of MMT India and ibibo India, our key operating subsidiaries, is the Indian Rupee, our exposure to foreign exchange risk primarily arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade and other payables and cash and cash equivalents, which were \$11.2 million, \$99.2 million and \$1.3 million, respectively, as of March 31, 2018. Based on our operations in fiscal year 2018, a 10.0% appreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have increased our loss for fiscal year 2018 by \$8.3 million. Similarly, a 10.0% depreciation of the US dollar against the Indian Rupee as of March 31, 2018, assuming all other variables remained constant, would have decreased our loss for fiscal year 2018 by \$8.3 million.

We are also exposed to movements between the US dollar and the Indian Rupee in our US and UAE operations, as 1.1%, 0.2% and 0.1% of our revenue for fiscal years 2016, 2017 and 2018, respectively, was generated by MMT India from their air ticketing businesses and received in US dollars, although our expenses are generally incurred in Indian Rupees. Additionally, we receive revenue from our hotels and packages business in Indian Rupees, but a portion of our expenses in this segment (those relating to outbound packages from India in particular) could be incurred in a non-Indian currency. We currently do not have any hedging agreements or similar arrangements with any counter-party to cover our exposure to any fluctuations in foreign exchange rates. Fluctuation in the Indian Rupee-US dollar exchange rate could have a material adverse effect on our business and our financial condition and results of operations as reported in US dollars. For more information, see “Item 3. Key Information — D. Risk Factors — Risks Related to Us and Our Industry — Our Results of Operations are Subject to Fluctuations in Currency Exchange Rates.”

*Interest Rate Risk.* Our exposure to interest rate risk for changes in interest rates relates primarily to our term deposits and bank overdrafts. As of March 31, 2018, we had fixed rate financial instruments consisting of \$282.5 million of term deposits and no amounts outstanding on variable rate financial instruments. As of March 31, 2017, we had fixed rate financial instruments consisting of \$115.7 million of term deposits and no amounts outstanding on variable rate financial instruments. We have not used any derivative financial instruments to hedge interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. Our future interest income and financing cost may fluctuate in line with changes in interest rates. An increase or decrease in interest rates as of March 31, 2017 and 2018, would not have affected our profit or loss and would not have had any impact on our equity as we had no amounts outstanding on variable rate financial instruments.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares**

Not applicable.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15. CONTROLS AND PROCEDURES

#### A. Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, management, including our group chief executive officer and our group chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding our required disclosures.

Based on their evaluation as of March 31, 2018, our group chief executive officer and group chief financial officer have concluded that our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed in filings and submissions under the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms, and that material information related to us and our consolidated subsidiaries is accumulated and communicated to management, including the group chief executive officer and group chief financial officer, as appropriate to allow timely decisions about required disclosures.

#### B. Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, as issued by IASB;
- provide reasonable assurance that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our group chief executive officer and our group chief financial officer, assessed the effectiveness of our internal control over financial reporting as of March 31, 2018. In conducting its assessment of internal control over financial reporting, management based its evaluation on the 2013 framework in “Internal Control — Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation, our management has concluded that our internal control over financial reporting was effective as of March 31, 2018.

Our independent registered public accounting firm, KPMG, has audited the consolidated financial statements included in this Annual Report on Form 20-F, and as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting as of March 31, 2018.

## C. Attestation Report of the Registered Public Accounting Firm

### Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
MakeMyTrip Limited:

#### *Opinion on Internal Control Over Financial Reporting*

We have audited MakeMyTrip Limited and subsidiaries (“the Company”) internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated statements of financial position of the Company as of March 31, 2017 and 2018, the related consolidated statements of profit or loss and other comprehensive income (loss), changes in equity, and cash flows for each of the years in the three-year period ended March 31, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated June 19, 2018, expressed an unqualified opinion on those consolidated financial statements.

#### *Basis for Opinion*

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### *Definition and Limitations of Internal Control Over Financial Reporting*

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG  
Gurugram, Haryana, India  
June 19, 2018

#### D. Changes in Internal Control over Financial Reporting

During the period covered by this Annual Report on Form 20-F, there were no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

#### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our audit committee consists of Messrs. Vivek N. Gour and Aditya Tim Guleri and is chaired by Mr. Gour. Each of our audit committee members satisfies the independence requirements of Rule 5605(a)(2) of the Nasdaq Rules, and the independence requirements of Rule 10A-3(b)(1) under the Exchange Act. Mr. Pat Luke Kolek has been appointed as a non-voting observer of the Audit Committee with effect from January 31, 2017. See “Item 6. Directors, Senior Management and Employees — A. Directors and Senior Management” for the experience and qualifications of the members of the audit committee. Our board of directors has also determined that Mr. Gour qualifies as an audit committee financial expert within the meaning of the SEC rules.

#### ITEM 16B. CODE OF ETHICS

We have adopted a written code of business conduct and ethics that provides that our directors and officers are expected to avoid any action, position or interest that conflicts with the interests of our company or gives the appearance of a conflict. Directors and officers have an obligation under our code of business conduct and ethics to advance our company’s interests when the opportunity to do so arises. The full text of our code of business conduct and ethics is available on our website, at <http://investors.makemytrip.com/>.

#### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our financial statements prepared in accordance with IFRS as issued by IASB are audited by KPMG, a firm registered with the Public Company Accounting Oversight Board in the United States.

KPMG has served as our independent registered public accountant for each of the years ended March 31, 2016, March 31, 2017 and March 31, 2018 for which audited statements appear in this Annual Report.

The following table shows the aggregate fees for services rendered by KPMG to us, including our subsidiaries, in fiscal years 2017 and 2018.

	Fiscal Year	
	2017	2018
Audit fees (audit and review of financial statements and registration statements)	\$ 392,512	\$ 508,425
Audit related fees (due diligence services)	90,785	6,500
Tax fees (other certifications and tax advisory services)	154,220	155,753
All other fees (advisory services)	2,604	3,599
<b>Total</b>	<b>\$ 640,121</b>	<b>\$ 674,277</b>

#### *Audit Committee Pre-approval Process*

Our audit committee reviews and pre-approves the scope and the cost of audit services related to us and permissible non-audit services performed by the independent auditors, other than those for *de minimis* services which are approved by the audit committee prior to the completion of the audit. All of the services related to our company provided by KPMG during the last two fiscal years have been approved by the audit committee.



**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

The following table provides information about purchases by us during fiscal year 2018 and April and May 2018 of our outstanding ordinary shares, par value \$0.0005 per share:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share (1)	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (2)
Up to 03/31/17	972,730	\$ 14.48	972,730	\$ 135,959,658
04/01/17 – 03/31/18	NIL	\$ NIL	NIL	\$ 135,959,658
04/01/18 – 04/30/18	NIL	\$ NIL	NIL	\$ 135,959,658
05/01/18 – 05/31/18	NIL	\$ NIL	NIL	\$ 135,959,658
<b>Total</b>	<b>972,730</b>	<b>14.48</b>	<b>972,730</b>	<b>\$ 135,959,658</b>

Notes:

- (1) The average price paid per share excludes broker and transaction fees.
- (2) On November 6, 2012, our Board of Directors authorized us to purchase our outstanding ordinary shares, par value \$0.0005 per share. The authorization permits us to purchase our ordinary shares in the open market, in privately negotiated transactions or otherwise in an aggregate amount of up to \$25 million. Further, on January 22, 2016, our Board of Directors authorized us to increase the share repurchase plan to an amount aggregating up to \$150 million at a price per ordinary share not to exceed \$21.50 until November 30, 2021. We repurchased 768,357 and 144,131 ordinary shares at an average price of approximately \$14.41 per share and \$14.21 per share (excluding broker and transaction fees) in fiscal year 2016 and 2017, respectively, and we did not repurchase any ordinary shares in fiscal year 2018. As of March 31, 2018, we had remaining authority to repurchase up to approximately \$136.0 million of our outstanding ordinary shares.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

None.

**ITEM 16G. CORPORATE GOVERNANCE**

The Nasdaq Rules, provide that foreign private issuers may follow home country practice in lieu of the corporate governance requirements of the Nasdaq Stock Market LLC, subject to certain exceptions and requirements and except to the extent that such exemptions would be contrary to US federal securities laws and regulations. The significant differences between our corporate governance practices and those followed by US companies under the Nasdaq Rules are summarized as follows:

- We follow home country practice that permits our board of directors to consist of less than a majority of independent directors, in lieu of complying with Rule 5605(b)(1) of the Nasdaq Rules that requires that the board of directors consist of a majority of independent directors.
- We follow home country practice that permits our board of directors not to implement a nominations committee, in lieu of complying with Rule 5605(e) of the Nasdaq Rules that requires the implementation of a nominations committee.
- We follow home country practice that permits its audit committee to consist of less than three members, in lieu of complying with Rule 5605(c)(2) (A) of the Nasdaq Rules that requires each company to have an audit committee of at least three members. Our audit committee currently consists of two members and a non-voting observer.
- We follow home country practice that permits us not to hold regular executive sessions where only independent directors are present, in lieu of complying with Rule 5605(b)(2) of the Nasdaq Rules that requires that regular executive sessions are held where only independent directors are present.
- We follow home country practice that permits us not to obtain shareholder approval for any material amendment to our share incentive plans, in lieu of complying with Rule 5635(c) of the Nasdaq Rules that requires us to obtain shareholder approval prior to the issuance of securities when a share incentive or purchase plan is materially amended.

Other than the above, we have followed and intend to continue to follow the applicable corporate governance standards under the Nasdaq Marketplace Rules.

In accordance with Rule 5250(d)(1) under Nasdaq Marketplace Rules, we will post this Annual Report on Form 20-F on our company website at <http://investors.makemytrip.com>. In addition, we will provide hard copies of our Annual Report free of charge to shareholders upon request.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

## PART III

### ITEM 17. FINANCIAL STATEMENTS

See “Item 18. Financial Statements” for the financial statements filed as part of this Annual Report.

### ITEM 18. FINANCIAL STATEMENTS

The following financial statements are filed as part of this Annual Report, together with the report of the independent registered public accounting firm:

- Report of Independent Registered Public Accounting Firm.
- Consolidated Statement of Financial Position as at March 31, 2017 and 2018.
- Consolidated Statement of Profit or Loss and Other Comprehensive Income (Loss) for the years ended March 31, 2016, 2017 and 2018.
- Consolidated Statement of Changes in Equity for the years ended March 31, 2016, 2017 and 2018.
- Consolidated Statement of Cash Flows for the years ended March 31, 2016, 2017 and 2018.
- Notes to the Consolidated Financial Statements.

### ITEM 19. EXHIBITS

The following exhibits are filed as part of this Annual Report:

- 1.1 [Constitution of MakeMyTrip Limited \(Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 1.2 [Terms of Issue of Class B Shares \(Incorporated by reference to Exhibit B to Exhibit 99.1 of the proxy statement on Form 6-K \(File No. 001-34837\) as filed with the SEC on November 22, 2016\).](#)
- 2.1 [Form of ordinary share certificate \(Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 2.2 [Investor Rights Agreement dated January 7, 2016 by and between MakeMyTrip Limited and Ctrip.com International, Ltd. \(Incorporated by reference to Exhibit 99.1 to Form 6-K \(File No. 001-34837\) as filed with the SEC on January 25, 2016\).](#)
- 2.3 [Amendment to the Investor Rights Agreement dated October 18, 2016 by and between MakeMyTrip Limited and Ctrip.com International, Ltd. \(Incorporated by reference to Exhibit 99.3 to Form 6-K \(File No. 001-34837\) as filed with the SEC on October 19, 2016\).](#)
- 2.4 [Transaction Agreement dated October 18, 2016 by and among MakeMyTrip Limited, MIH Internet SEA Pte. Ltd., and solely for the purposes of Article XIII thereof, MIH B2C Holdings B.V. \(Incorporated by reference to Exhibit 99.1 to Form 6-K \(File No. 001-34837\) as filed with the SEC on October 19, 2016\).](#)
- 2.5 [Amendment No. 1 to the Transaction Agreement dated January 13, 2017 by and among MakeMyTrip Limited, MIH Internet SEA Pte. Ltd., and solely for the purposes of Article XIII thereof, MIH B2C Holdings B.V. \(Incorporated by reference to Exhibit 99.1 to Form 6-K \(File No. 001-34837\) as filed with the SEC on January 17, 2017\).](#)
- 2.6 [Registration Rights Agreement dated October 18, 2016 by and among MIH Internet SEA Pte. Ltd., Travogue Electronic Travel Private Limited, Deep Kalra, Keyur Joshi, Ctrip.com International, Ltd., SB Asia Investment Fund II L.P. and MakeMyTrip Limited \(Incorporated by reference to Exhibit 99.4 to Form 6-K \(File No. 001-34837\) as filed with the SEC on October 19, 2016\).](#)
- 2.7 [Form of Share Purchase Agreement dated May 2, 2017 by and between MakeMyTrip Limited and each 2017 Shareholder \(Incorporated by reference to Exhibit 99.2 to Form 6-K \(File No. 001-34837\) as filed with the SEC on May 2, 2017\).](#)
- 2.8 [Registration Rights Agreement dated May 2, 2017 by and among MakeMyTrip Limited and the 2017 Shareholders \(Incorporated by reference to Exhibit 99.3 to Form 6-K \(File No. 001-34837\) as filed with the SEC on May 2, 2017\).](#)

- 2.9 [Share Purchase Agreement dated May 2, 2017 by and between MakeMyTrip Limited and MIH Internet SEA Pte. Ltd. \(Incorporated by reference to Exhibit 2.9 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 2.10 [Share Purchase Agreement dated May 2, 2017 by and between MakeMyTrip Limited and Ctrip.com International, Ltd. \(Incorporated by reference to Exhibit 2.10 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.1 [Amended and Restated MakeMyTrip.com 2001 Equity Option Plan \(Incorporated by reference to Exhibit 10.1.1 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 4.2 [MakeMyTrip 2010 Share Incentive Plan \(Incorporated by reference to Exhibit 10.1.2 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 4.3 [First Amendment to MakeMyTrip 2010 Share Incentive Plan \(Incorporated by reference to Exhibit 99.5 to the Form 6-K \(File No. 001-34837\) as filed with the Securities and Exchange Commission on October 19, 2016\).](#)
- 4.4 [Second Amendment to MakeMyTrip 2010 Share Incentive Plan \(Incorporated by reference to Exhibit 4.5 to the Form S-8 \(File No. 333-215814\) as filed with the Securities and Exchange Commission on January 30, 2017\).](#)
- 4.5 [Third Amendment to MakeMyTrip 2010 Share Incentive Plan \(Incorporated by reference to Exhibit 99.2 to the Form 6-K \(File No. 001-34837\) as filed with the Securities and Exchange Commission on May 19, 2017\).](#)
- 4.6\*\* [Fourth Amendment to MakeMyTrip 2010 Share Incentive Plan.](#)
- 4.7 [Fourth Amended and Restated Shareholders Agreement dated July 16, 2010 by and among the shareholders named therein and our company \(Incorporated by reference to Exhibit 10.3 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 4.8 [Global Agreement executed February 14, 2013 \(effective as of April 1, 2012\) by and between MMT India and Amadeus IT Group, S.A. \(Incorporated by reference to Exhibit 4.4 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 13, 2013\).](#)
- 4.9 [Passenger Sales Agency Agreement dated August 30, 2002 by and between MMT India and each IATA member, represented by the Director General of IATA \(Incorporated by reference to Exhibit 10.5 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 4.10 [Oracle Cloud Services Agreement dated May 14, 2014 by and between MMT India and Oracle India Pvt Ltd. \(Incorporated by reference to Exhibit 4.25 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 6, 2014\).](#)
- 4.11 [Sanction Letter for Working Capital Facilities dated September 7, 2009 by and between MMT India and HDFC Bank \(including letter of amendment\) \(Incorporated by reference to Exhibit 10.10 to the Registration Statement on Form F-1 \(File No. 333-168315\) as filed with the SEC on July 26, 2010\).](#)
- 4.12 [Sanction Letter for Working Capital Facilities dated January 6, 2011 by and between MMT India and HDFC Bank \(Incorporated by reference to Exhibit 10.10.2 to the Registration Statement on Form F-1 \(File No. 333-172572\) as filed with the SEC on March 2, 2011\).](#)
- 4.13 [Sanction Letter for Working Capital Facilities dated June 5, 2014 by and between MMT India and HDFC Bank \(Incorporated by reference to Exhibit 4.31 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 9, 2015\).](#)
- 4.14 [Sanction Letter for Credit Facilities dated December 17, 2012 by and between MMT India and Yes Bank Limited \(Incorporated by reference to Exhibit 4.23 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 13, 2013\).](#)
- 4.15 [Supplemental Master Facility Agreement dated February 7, 2013 by and between MMT India and Yes Bank Limited \(Incorporated by reference to Exhibit 4.24 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 13, 2013\).](#)

- 4.16 [Sanction Letter for Credit Facilities dated December 17, 2013 by and between MMT India and IndusInd Bank \(Incorporated by reference to Exhibit 4.30 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 6, 2014\).](#)
- 4.17 [Sanction Letter for Credit Facilities dated January 31, 2014 by and between MMT India and IndusInd Bank \(Incorporated by reference to Exhibit 4.31 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 6, 2014\).](#)
- 4.18 [Sanction Letter for Credit Facilities dated March 18, 2014 by and between MMT India and IndusInd Bank \(Incorporated by reference to Exhibit 4.32 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 6, 2014\).](#)
- 4.19 [Addendum Sanction Letter for Credit Facilities dated October 28, 2014 by and between MMT India and IndusInd Bank \(Incorporated by reference to Exhibit 4.37 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 9, 2015\).](#)
- 4.20 [Master General Terms Agreement dated February 6, 2014 by and between MMT India and IndusInd Bank \(Incorporated by reference to Exhibit 4.33 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on June 6, 2014\).](#)
- 4.21 [Form of director and executive officer indemnification agreement \(Incorporated by reference to Exhibit 4.42 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.22 [Lease Deed, dated January 20, 2017 by and between DLF Cyber City Developers Limited and MMT India \(Incorporated by reference to Exhibit 4.47 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.23 [Addendum to the Lease Deed, dated January 20, 2017 by and between DLF Cyber City Developers Limited and MMT India \(Incorporated by reference to Exhibit 4.48 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.24# [Subscriber Agreement dated January 18, 2015 by and between ibibo India and InterGlobe Technologies Inc \(Incorporated by reference to Exhibit 4.49 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.25# [Addendum 1 to Subscriber Agreement dated August 29, 2016 by and between ibibo India and InterGlobe Technologies Inc. \(Incorporated by reference to Exhibit 4.50 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.26# [Global Agreement dated April 1, 2013 by and between ibibo India and Amadeus IT Group S.A. \(Incorporated by reference to Exhibit 4.51 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.27# [Side Letter to the Global Agreement dated August 1, 2016 by and between ibibo India and Amadeus IT Group S.A. \(Incorporated by reference to Exhibit 4.52 to the Annual Report on Form 20-F \(File No. 001-34837\) as filed with the SEC on July 18, 2017\).](#)
- 4.28\*\* [Sanction Letter for Credit Limits dated June 18, 2016 by and between MMT India and IndusInd Bank.](#)
- 4.29\*\* [Renewal cum Enhancement of Credit Limits dated June 16, 2017 by and between MMT India and IndusInd Bank.](#)
- 4.30\*\*# [Subscriber Agreement dated August 3, 2017 by and between MMT India and InterGlobe Technologies Quotient Private Limited.](#)
- 4.31\*\*# [Addendum 1 to Subscriber Agreement dated August 3, 2017 by and between MMT India and InterGlobe Technologies Quotient Private Limited.](#)
- 4.32\*\*# [Subscriber Agreement dated August 3, 2017 by and between ibibo India and InterGlobe Technologies Quotient Private Limited.](#)
- 4.33\*\*# [Addendum 1 to Subscriber Agreement dated August 3, 2017 by and between ibibo India and InterGlobe Technologies Quotient Private Limited.](#)
- 4.34\*\*# [Side Letter dated April 1, 2017 to the Global Agreement by and between ibibo India and Amadeus IT Group S.A.](#)

4.35\*\*# [Amendment no. 3 dated April 1, 2017 to the Global Agreement by and in between MMT India and Amadeus IT Group, S.A.](#)

8.1\*\* [List of significant subsidiaries of MakeMyTrip Limited.](#)

12.1\*\* [Certification by the Chief Executive Officer pursuant to 17 CFR 240. 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

12.2\*\* [Certification by the Chief Financial Officer pursuant to 17 CFR 240. 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

13.1\*\* [Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

13.2\*\* [Certification by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

15.1\*\* [Consent of Independent Registered Public Accounting Firm.](#)

101.INS\*\* XBRL Instance Document

101.SCH\*\* XBRL Taxonomy Extension Schema Document

101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

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Notes:

\*\* Filed herewith

# Confidential treatment requested

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Date: June 20, 2018

### MAKEMYTRIP LIMITED

By: /s/ Deep Kalra  
Name: Deep Kalra  
Title: Group Chairman and Group Chief Executive Officer

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
MakeMyTrip Limited:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of financial position of MakeMyTrip Limited and subsidiaries (“the Company”) as of March 31, 2017 and 2018, the related consolidated statements of profit or loss and other comprehensive income (loss), changes in equity, and cash flows for each of the years in the three-year period ended March 31, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2017 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended March 31, 2018, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated June 19, 2018 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG

We have served as the Company’s auditor since 2010.

Gurugram, Haryana, India  
June 19, 2018

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
(Amounts in USD thousands)

		As at March 31	
	Note	2017	2018
<b>Assets</b>			
Property, plant and equipment	17	15,334	13,690
Intangible assets and goodwill	18	1,170,727	1,147,517
Trade and other receivables, net	20	2,176	1,929
Investment in equity-accounted investees	8	18,212	16,316
Other investments	9	5,791	6,170
Term deposits	22	20,162	165
Non-current tax assets		19,306	24,476
Other non-current assets	25	29,658	14,607
Employee benefits	32	229	—
<b>Total non-current assets</b>		<b>1,281,595</b>	<b>1,224,870</b>
Inventories		251	596
Current tax assets		81	25
Trade and other receivables, net	20	35,108	56,386
Term deposits	22	75,511	202,170
Other current assets	23	50,232	92,542
Cash and cash equivalents	21	101,704	187,647
Assets held for sale	24	302	1,220
<b>Total current assets</b>		<b>263,189</b>	<b>540,586</b>
<b>Total assets</b>		<b>1,544,784</b>	<b>1,765,456</b>
<b>Equity</b>			
Share capital	26	46	52
Share premium	26	1,607,373	1,960,691
Reserves		952	3,232
Accumulated deficit		(298,581)	(515,850)
Share based payment reserve		61,410	78,804
Foreign currency translation reserve	26	33,601	31,705
<b>Total equity attributable to equity holders of the Company</b>		<b>1,404,801</b>	<b>1,558,634</b>
<b>Non-controlling interests</b>		<b>661</b>	<b>298</b>
<b>Total equity</b>		<b>1,405,462</b>	<b>1,558,932</b>
<b>Liabilities</b>			
Loans and borrowings	28	523	424
Employee benefits	32	2,946	3,721
Deferred revenue	31	265	91
Deferred tax liabilities, net	19	159	115
Other non-current liabilities	30	1,027	2,201
<b>Total non-current liabilities</b>		<b>4,920</b>	<b>6,552</b>
Loans and borrowings	28	226	228
Trade and other payables	34	121,563	181,430
Deferred revenue	31	3,045	1,262
Other current liabilities	29	9,568	17,052
<b>Total current liabilities</b>		<b>134,402</b>	<b>199,972</b>
<b>Total liabilities</b>		<b>139,322</b>	<b>206,524</b>
<b>Total equity and liabilities</b>		<b>1,544,784</b>	<b>1,765,456</b>

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER**  
**COMPREHENSIVE INCOME (LOSS)**

(Amounts in USD thousands, except per share data)

	Note	For the year ended March 31		
		2016	2017	2018
<b>Revenue</b>				
Air ticketing		78,172	118,514	167,391
Hotels and packages		251,713	314,254	439,963
Other revenue	10	6,169	14,848	67,902
<b>Total revenue</b>		<b>336,054</b>	<b>447,616</b>	<b>675,256</b>
Other income	11	1,014	363	435
<b>Service cost</b>				
Procurement cost of hotel and packages services		165,264	173,919	169,347
Other cost of providing services		1,770	—	6,530
Personnel expenses	12	49,018	73,736	114,157
Marketing and sales promotion expenses		108,966	224,424	451,818
Other operating expenses	13	67,954	81,585	120,566
Depreciation, amortization and impairment	14	10,923	29,702	32,712
<b>Result from operating activities</b>		<b>(66,827)</b>	<b>(135,387)</b>	<b>(219,439)</b>
Finance income	15	1,586	45,268	5,189
Finance costs	15	20,327	18,289	3,901
<b>Net finance income (costs)</b>		<b>(18,741)</b>	<b>26,979</b>	<b>1,288</b>
Impairment in respect of an equity accounted investee		(959)	—	—
Share of loss of equity-accounted investees	8	(1,860)	(1,702)	(1,998)
<b>Loss before tax</b>		<b>(88,387)</b>	<b>(110,110)</b>	<b>(220,149)</b>
Income tax expense	16	(155)	(193)	(91)
<b>Loss for the year</b>		<b>(88,542)</b>	<b>(110,303)</b>	<b>(220,240)</b>
<b>Other comprehensive income (loss)</b>				
<b>Items that will never be reclassified subsequently to profit or loss:</b>				
Remeasurement of defined benefit (asset) liability		(149)	(266)	(422)
<b>Items that are or may be reclassified subsequently to profit or loss:</b>				
Foreign currency translation differences on foreign operations		(565)	48,618	(1,915)
Net change in fair value of available-for-sale financial assets		752	(809)	2,280
		<b>187</b>	<b>47,809</b>	<b>365</b>
<b>Other comprehensive income (loss) for the year, net of tax</b>		<b>38</b>	<b>47,543</b>	<b>(57)</b>
<b>Total comprehensive loss for the year</b>		<b>(88,504)</b>	<b>(62,760)</b>	<b>(220,297)</b>
<b>Loss attributable to:</b>				
Owners of the Company		(88,518)	(110,168)	(218,412)
Non-controlling interests		(24)	(135)	(1,828)
<b>Loss for the year</b>		<b>(88,542)</b>	<b>(110,303)</b>	<b>(220,240)</b>
<b>Total comprehensive loss attributable to:</b>				
Owners of the Company		(88,465)	(62,629)	(218,450)
Non-controlling interests		(39)	(131)	(1,847)
<b>Total comprehensive loss for the year</b>		<b>(88,504)</b>	<b>(62,760)</b>	<b>(220,297)</b>
<b>Loss per share (in USD)</b>				
Basic	27	(2.12)	(2.09)	(2.18)
Diluted	27	(2.12)	(2.09)	(2.18)

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(Amounts in USD thousands)

	Attributable to equity holders of the Company									
	Share Capital	Share Premium	Reserve for Own Shares	Fair Value Reserves	Accumulated Deficit	Share Based Payment Reserve	Foreign Currency Translation Reserve	Total	Non-Controlling Interests	Total Equity
<b>Balance as at April 1, 2015</b>	21	242,662	(438)	1,009	(100,181)	28,612	(14,427)	157,258	596	157,854
<b>Total comprehensive income (loss) for the year</b>										
Loss for the year	—	—	—	—	(88,518)	—	—	(88,518)	(24)	(88,542)
<b>Other comprehensive income (loss)</b>										
Foreign currency translation differences	—	—	—	—	—	—	(550)	(550)	(15)	(565)
Net change in fair value of available-for-sale financial assets	—	—	—	752	—	—	—	752	—	752
Remeasurement of defined benefit (asset) liability	—	—	—	—	(149)	—	—	(149)	—	(149)
<b>Total other comprehensive income (loss)</b>	—	—	—	752	(149)	—	(550)	53	(15)	38
<b>Total comprehensive income (loss) for the year</b>	—	—	—	752	(88,667)	—	(550)	(88,465)	(39)	(88,504)
<b>Transactions with owners, recorded directly in Equity</b>										
<b>Contributions by owners</b>										
Share-based payment	—	—	—	—	—	13,740	—	13,740	—	13,740
Issue of ordinary shares on exercise of share based awards	—	4,425	—	—	—	(4,411)	—	14	—	14
Transfer to accumulated deficit on expiry of share based awards	—	—	—	—	38	(38)	—	—	—	—
Own shares acquired	—	—	(11,093)	—	—	—	—	(11,093)	—	(11,093)
Re-issue of own shares to settle the financial Liability	—	1,645	3,953	—	—	—	—	5,598	—	5,598
<b>Total contributions by owners</b>	—	6,070	(7,140)	—	38	9,291	—	8,259	—	8,259
<b>Changes in ownership interests</b>										
Acquisition of non-controlling interest without a change in control	—	—	—	—	593	—	(36)	557	(557)	—
<b>Total changes in ownership interests in Subsidiaries</b>	—	—	—	—	593	—	(36)	557	(557)	—
<b>Total transactions with owners</b>	—	6,070	(7,140)	—	631	9,291	(36)	8,816	(557)	8,259
<b>Balance as at March 31, 2016</b>	<b>21</b>	<b>248,732</b>	<b>(7,578)</b>	<b>1,761</b>	<b>(188,217)</b>	<b>37,903</b>	<b>(15,013)</b>	<b>77,609</b>	<b>—</b>	<b>77,609</b>

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY- (Continued)**  
(Amounts in USD thousands)

	Attributable to equity holders of the Company								Non-Controlling Interests	Total Equity
	Share Capital	Share Premium	Reserve for Own Shares	Fair Value Reserves	Accumulated Deficit	Share Based Payment Reserve	Foreign Currency Translation Reserve	Total		
<b>Balance as at April 1, 2016</b>	21	248,732	(7,578)	1,761	(188,217)	37,903	(15,013)	77,609	—	77,609
<b>Total comprehensive income (loss) for the year</b>										
Loss for the year	—	—	—	—	(110,168)	—	—	(110,168)	(135)	(110,303)
<b>Other comprehensive income (loss)</b>										
Foreign currency translation differences	—	—	—	—	—	—	48,614	48,614	4	48,618
Net change in fair value of available-for-sale financial assets	—	—	—	(809)	—	—	—	(809)	—	(809)
Remeasurement of defined benefit (asset) liability	—	—	—	—	(266)	—	—	(266)	—	(266)
<b>Total other comprehensive income (loss)</b>	—	—	—	(809)	(266)	—	48,614	47,539	4	47,543
<b>Total comprehensive income (loss) for the year</b>	—	—	—	(809)	(110,434)	—	48,614	(62,629)	(131)	(62,760)
<b>Transactions with owners, recorded directly in equity</b>										
<b>Contributions by owners</b>										
Share-based payment	—	—	—	—	—	26,674	—	26,674	175	26,849
Issue of ordinary shares on exercise of share based awards	1	18,275	—	—	—	(18,105)	—	171	—	171
Transfer to accumulated deficit on expiry of share based awards	—	—	—	—	70	(70)	—	—	—	—
Own shares acquired	—	—	(2,050)	—	—	—	—	(2,050)	—	(2,050)
Re-issue of own shares upon conversion of convertible notes (refer note 26 and 28)	—	999	9,628	—	—	—	—	10,627	—	10,627
Shares issued upon conversion of convertible notes (refer note 26 and 28)	5	148,101	—	—	—	—	—	148,106	—	148,106
Business combination (refer note 7(a))	19	1,191,266	—	—	—	15,008	—	1,206,293	—	1,206,293
<b>Total contributions by owners</b>	<b>25</b>	<b>1,358,641</b>	<b>7,578</b>	<b>—</b>	<b>70</b>	<b>23,507</b>	<b>—</b>	<b>1,389,821</b>	<b>175</b>	<b>1,389,996</b>
<b>Changes in ownership interests</b>										
Acquisition of subsidiary with non-controlling interests (refer note 7(a))	—	—	—	—	—	—	—	—	617	617
<b>Total changes in ownership interests in subsidiaries</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>617</b>	<b>617</b>
<b>Total transactions with owners</b>	<b>25</b>	<b>1,358,641</b>	<b>7,578</b>	<b>—</b>	<b>70</b>	<b>23,507</b>	<b>—</b>	<b>1,389,821</b>	<b>792</b>	<b>1,390,613</b>
<b>Balance as at March 31, 2017</b>	<b>46</b>	<b>1,607,373</b>	<b>—</b>	<b>952</b>	<b>(298,581)</b>	<b>61,410</b>	<b>33,601</b>	<b>1,404,801</b>	<b>661</b>	<b>1,405,462</b>

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY- (Continued)**  
(Amounts in USD thousands)

	Attributable to equity holders of the Company						Non-Controlling Interests	Total Equity
	Share Capital	Share Premium	Fair Value Reserves	Accumulated Deficit	Share Based Payment Reserve	Foreign Currency Translation Reserve		
<b>Balance as at April 1, 2017</b>	46	1,607,373	952	(298,581)	61,410	33,601	661	1,405,462
<b>Total comprehensive income (loss) for the year</b>								
Loss for the year	—	—	—	(218,412)	—	—	(1,828)	(220,240)
<b>Other comprehensive income (loss)</b>								
Foreign currency translation differences	—	—	—	—	—	(1,896)	(19)	(1,915)
Net change in fair value of available-for-sale financial assets	—	—	2,280	—	—	—	—	2,280
Remeasurement of defined benefit (asset) liability	—	—	—	(422)	—	—	—	(422)
<b>Total other comprehensive income (loss)</b>	—	—	2,280	(422)	—	(1,896)	(19)	(57)
<b>Total comprehensive income (loss) for the year</b>	—	—	2,280	(218,834)	—	(1,896)	(1,847)	(220,297)
<b>Transactions with owners, recorded directly in equity</b>								
<b>Contributions by owners</b>								
Share-based payment	—	—	—	—	44,874	—	(14)	44,860
Issue of ordinary shares on exercise of share based awards	1	27,462	—	—	(27,417)	—	—	46
Transfer to accumulated deficit on expiry of share based awards	—	—	—	63	(63)	—	—	—
Issue of ordinary shares in placement offering (refer note 26)	5	325,856	—	—	—	—	—	325,861
<b>Total contributions by owners</b>	<b>6</b>	<b>353,318</b>	<b>—</b>	<b>63</b>	<b>17,394</b>	<b>—</b>	<b>(14)</b>	<b>370,767</b>
<b>Changes in ownership interests in subsidiaries that do not result in a loss of control</b>								
Contribution by non-controlling interests	—	—	—	1,502	—	—	1,498	3,000
Total changes in ownership interest in subsidiaries	—	—	—	1,502	—	—	1,498	3,000
<b>Total transactions with owners</b>	<b>6</b>	<b>353,318</b>	<b>—</b>	<b>1,565</b>	<b>17,394</b>	<b>—</b>	<b>1,484</b>	<b>373,767</b>
<b>Balance as at March 31, 2018</b>	<b>52</b>	<b>1,960,691</b>	<b>3,232</b>	<b>(515,850)</b>	<b>78,804</b>	<b>31,705</b>	<b>298</b>	<b>1,558,932</b>

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(Amounts in USD thousands)

	For the year ended March 31		
	2016	2017	2018
<b>Cash flows from operating activities</b>			
Loss for the year	(88,542)	(110,303)	(220,240)
<b>Adjustments for:</b>			
Depreciation	2,724	5,149	4,357
Amortisation of intangible assets	6,032	9,386	25,481
Impairment of intangible assets / capital work-in-progress	2,167	15,167	2,874
Impairment in respect of an equity-accounted investee	959	—	—
Net loss on disposal of property, plant and equipment	380	46	70
Income on license acquired	(886)	—	—
Intangible assets written off	—	—	356
Net finance cost (income)	18,741	(26,979)	(1,288)
Share of loss of equity-accounted investees	1,860	1,702	1,998
Share based payment	13,685	26,795	44,860
Income tax expense	155	193	91
Change in inventories	1,386	268	(317)
Change in trade and other receivables	(3,872)	2,608	(23,228)
Change in other assets	(21,766)	4,849	(25,263)
Change in trade and other payables	5,273	(34,399)	62,374
Change in employee benefits	224	588	366
Change in deferred revenue	(3,450)	(2,798)	(1,964)
Change in other liabilities	1,906	1,447	9,206
Income tax paid, net	(2,976)	(2,176)	(5,211)
<b>Net cash used in operating activities</b>	<b>(66,000)</b>	<b>(108,457)</b>	<b>(125,478)</b>
<b>Cash flows from investing activities</b>			
Interest received	2,919	2,537	3,048
Proceeds from sale of property, plant and equipment	228	98	335
Redemption of term deposits	63,382	83,634	115,058
Investment in term deposits	(140,008)	(10,000)	(221,639)
Acquisition of property, plant and equipment	(5,696)	(8,756)	(4,258)
Payment for business acquisition, net of cash acquired (refer note 7(a))	(1,220)	102,814	—
Proceeds from sale of assets held for sale	—	—	302
Acquisition of other investment	—	—	(99)
Investment in equity-accounted investees	(17,836)	(1,090)	—
Acquisition of intangible assets	(5,413)	(6,226)	(7,837)
<b>Net cash generated from (used in) investing activities</b>	<b>(103,644)</b>	<b>163,011</b>	<b>(115,090)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares (refer note 7(a))	—	8,752	—
Proceeds from issuance of convertible notes	180,000	—	—
Direct cost incurred in relation to convertible notes	(2,730)	—	—
Proceeds from issue of share capital in placement offering	—	—	330,000
Direct cost for issue of shares in placement offering	—	—	(4,139)
Repurchase of own shares	(11,093)	(2,050)	—
Proceeds from issuance of shares on exercise of share based awards	14	171	46
Contribution by (acquisition of) non-controlling interests	(850)	(400)	3,000
Proceeds from (repayment of) bank loans, net	146	138	(96)
Payment of finance lease liabilities	(16)	(7)	—
Interest paid	(859)	(4,445)	(912)
<b>Net cash generated from financing activities</b>	<b>164,612</b>	<b>2,159</b>	<b>327,899</b>
<b>Increase (Decrease) in cash and cash equivalents</b>	<b>(5,032)</b>	<b>56,713</b>	<b>87,331</b>
Cash and cash equivalents at beginning of the year	49,857	46,273	101,704
Effect of exchange rate fluctuations on cash held	1,448	(1,282)	(1,388)
<b>Cash and cash equivalents at end of the year</b>	<b>46,273</b>	<b>101,704</b>	<b>187,647</b>

See accompanying notes to consolidated financial statements

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Amounts in USD thousands, except per share data and share count)

**1) REPORTING ENTITY**

MakeMyTrip Limited (the “Parent Company”) together with its subsidiaries and equity-accounted investees (collectively, “the Company” or the “Group”) is primarily engaged in the business of selling travel products and solutions through the subsidiaries in India, the U.S., Singapore, Malaysia, Thailand, the U.A.E, Peru, and Colombia. The Group offers its customers the entire range of travel services including ticketing, tours and packages, and hotels.

The Company is a public limited company incorporated and domiciled in Mauritius and has its registered office at SGG Corporate Services (Mauritius) Limited, Les Cascades Building, 33 Edith Cavell Street, Port Louis, Mauritius. The Company’s ordinary shares representing equity shares are listed on the NASDAQ Stock Exchange.

**2) BASIS OF ACCOUNTING**

**(a) Statement of Compliance**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Accounting policies have been applied consistently to all periods presented in these financial statements.

The consolidated financial statements were authorized for issue by the Group’s Board of Directors on June 19, 2018.

**(b) Basis of Measurement**

The consolidated financial statements have been prepared on the historical cost basis except for the following material items:

- derivative financial instruments are measured at fair value;
- available-for-sale financial assets are measured at fair value; and
- net defined benefit (asset) liability is measured at fair value of plan assets less the present value of the defined benefit obligation.

**(c) Functional and Presentation Currency**

These consolidated financial statements are presented in U.S. dollar (USD), which is the parent Company’s functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The functional currency for subsidiaries is the currency of the primary economic environment in which each subsidiary operates and is normally the currency in which each subsidiary primarily generates and expends cash.

**(d) Use of Estimates and Judgements**

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of the Group’s accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised in the period in which the estimates are revised and in any future periods affected.



**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

Information about significant areas of estimation/uncertainty in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements are as follows:

- |                          |  |
|--------------------------|--|
| • Note 3(d),9,23 and 25  | Available for sale financial assets  |
| • Note 3(e) and 17       | Property, plant and equipment  |
| • Note 3(f), 3(i) and 18 | Useful life of intangible assets and impairment test of intangible assets and goodwill                                       |
| • Note 3(j) and 32       | Employee benefit plans   |
| • Note 3(l) and 3(m)     | Loyalty programs   |
| • Note 3(p),16 and 19    | Income taxes   |
| • Note 3(k)              | Provisions and contingent liabilities  |
| • Note 3(d)              | Valuation of embedded derivatives in convertible notes   |
| • Note 3(j) and 33       | Share based payment  |
| • Note 3(b) and 7(a)     | Acquisition of subsidiary: fair value of consideration transferred and fair value of assets acquired and liabilities assumed |

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- |                         |  |
|-------------------------|--|
| • Note 3(d),9,23 and 25 | Available for sale financial assets  |
| • Note 3(i) and 18      | Impairment test : key assumptions used in discounted cash flow projections |
| • Note 3(j) and 32      | Measurement of defined benefit obligations : key actuarial assumptions     |
| • Note 3(k)             | Provisions and contingent liabilities                                      |

### 3) **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to all periods presented in these consolidated financial statements.

#### (a) **Basis of Consolidation**

##### *i) Subsidiaries*

The Group consolidates entities which it owns or controls. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Entities are consolidated from the date on which control commences until the date on which control ceases.

##### *ii) Investment in Associates (Equity Accounted Investees)*

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for using the equity method and are recognised initially at cost. The cost of investment includes transaction costs.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, other adjustments to align the accounting policies with those of the Group, from the date on which significant influence commences until the date on which significant influence ceases.

##### *iii) Non-controlling Interests*

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Change in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

*iv) Transactions Eliminated on Consolidation*

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

**(b) Business Combinations**

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of acquisition. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition.

Transaction costs incurred in connection with a business combination are expensed as incurred, except if related to the issue of debt or equity securities.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

**(c) Foreign Currency**

*i) Foreign Currency Transactions*

Transactions in foreign currencies are translated into the respective functional currencies of the Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date. The foreign currency gains or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary assets that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences arising on translation are recognized in profit or loss, except for the differences on available for sale equity investments, which are recognized in other comprehensive income arising on retranslation. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

*ii) Foreign Operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustment arising on acquisition, are translated to USD at exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at an average exchange rate applicable during the period.

Foreign currency differences are recognized in other comprehensive income as foreign currency translation reserve (FCTR). However, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to non-controlling interest. When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss as part of the profit or loss on disposal.

**(d) Financial Instruments**

*i) Non-Derivative Financial Assets*

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group has the following non-derivative financial assets which are classified into the following specified categories: ‘loans and receivables’ and ‘available for sale’. Loans and receivable comprise of ‘Trade and other receivables’, ‘Cash and cash equivalents’, ‘Term deposits’ and ‘Other assets’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

*Trade and other Receivables*

Trade and other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, trade and other receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Trade receivables are initially recognized at fair value which primarily represents original invoice amount less any impairment loss or an allowance for any uncollectible amounts. Provision is made when there is objective evidence that the Group may not be able to collect the trade receivable. Balances are written off when recoverability is assessed as being remote.

*Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value, and funds in transit.

*Available-for-sale Financial Assets*

Available-for-sale financial assets are non-derivative financial assets that are either designated as available-for-sale or are not classified in any of the other categories. Available-for-sale financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses are recognized in other comprehensive income (loss) and presented within equity in the fair value reserve. When an available- for -sale financial asset is derecognized, the cumulative gain or loss in other comprehensive income (loss) is transferred to profit or loss. Available-for-sale financial assets comprise of equity securities and right acquired under business combination.

*Term deposits*

Term deposits comprise deposits with banks, which have original maturities of more than three months. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, term deposits are measured at amortized cost using the effective interest method, less any impairment losses.

*Other assets*

Other assets mainly include receivable from related party which represents entitlement received by the Company on future proceeds from sale of stake in an Indian entity, engaged in the business-to-business online travel industry, from MIH Internet SEA Pte Ltd. pursuant to the acquisition of ibibo Group (refer note 7(a)).

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

*ii) Non-Derivative Financial Liabilities*

The Group recognizes financial liabilities initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group has the following non-derivative financial liabilities: loans and borrowings, bank overdraft, other current and non-current liabilities and trade and other payables. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

*iii) Share Capital*

*Ordinary shares*

Ordinary shares are classified as equity with par value of \$0.0005 per share. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity.

*Class B Convertible Ordinary Shares*

Class B Convertible Ordinary shares ("Class B shares") are classified as equity with par value of \$0.0005 per share. The terms of issue generally provide that the Class B shares issued to any shareholder will have the same powers and relative participation rights as ordinary shares of the Company and shall vote together with ordinary shares as a single class on all matters on which the Company shareholders are entitled to vote, except as required by applicable law. Class B shares will be convertible into an equal number of ordinary shares, which shall be fully paid, non-assessable and free of any preemptive rights, of the Company on demand at the election of the holder, and will be automatically converted into an equal number of ordinary shares upon the transfer of Class B shares to another party.

Incremental costs directly attributable to the issue of Class B shares are recognized as a deduction from equity.

*Repurchase and reissue of share capital (treasury shares)*

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own shares. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

*iv) Derivative financial instruments*

The Group has an embedded derivative feature in convertible notes. Derivatives are recognized initially at fair value; attributable transaction costs are recognized in profit or loss as incurred. Fair value of the derivative is determined on inception using the Black-Scholes model. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted in profit or loss.

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

v) *Convertible notes*

Convertible notes are convertible at the option of the holder into ordinary shares of the Company as per the terms of the issue. Conversion option which is not settled by delivering a fixed number of its own equity instruments for a fixed amount of cash is accounted for separately from the liability component as derivative and initially accounted for at fair value. The liability component is initially recognized at fair value less any directly attributable transaction costs. Directly attributable transaction costs are allocated to the liability component and the conversion option in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the convertible notes is measured at amortized cost using the effective interest method. The conversion option is subsequently measured at fair value at each reporting date with changes in fair value recognized in profit or loss. The conversion option is presented together with the related liability.

(e) **Property, Plant and Equipment**

i) *Recognition and Measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within “other income/other operating expenses” in the consolidated statement of profit or loss and other comprehensive income (loss).

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date and the cost of property, plant and equipment not ready to use before such date are disclosed as capital work in progress under property, plant and equipment.

Items of property, plant and equipment acquired in a business combination are measured at fair value as at the date of acquisition.

ii) *Subsequent Costs*

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be reliably determined. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

iii) *Depreciation*

Depreciation is calculated over the depreciable amount, which is the cost of an asset or other amount substituted for cost, less its residual value.

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives for each component of property, plant and equipment since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets are depreciated over the shorter of the lease term and their useful lives.

The estimated useful lives of assets are as follows:

• Computers	3-6 years
• Furniture and fixtures	5-6 years
• Office equipments	1-5 years
• Motor vehicles	3-7 years
• Diesel generator sets	7 years
• Building	20 years

Leasehold improvements are depreciated over the lease term or useful lives, whichever is shorter.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted as appropriate.

**(f) Intangible Assets and Goodwill**

*i) Goodwill*

Goodwill represents excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the excess is negative, a bargain purchase gain is recognized immediately in profit or loss. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

*ii) Technology related Development Cost*

Technology related development costs incurred by the Group are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenses incurred during the development stage. The costs related to planning and post implementation phases of development are expensed as incurred.

Expenditure on research activities are recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized include the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalized borrowing cost.

Incidental operations are not necessary to bring an asset to the condition necessary for it to be capable of operating in the manner intended by management, the income and related expenses of incidental operations are recognized immediately in profit or loss, and included in their respective classifications of income and expense.

*iii) Other Intangible Assets*

Other intangible assets comprise software that are acquired by the Group and intangible assets including customer relationship, brand/trade mark, non-compete and favorable lease contract term acquired in a business combination.

Software has finite useful lives and is measured at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable expenses necessary to make the assets ready for use.

Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, these intangible assets are carried at cost less any accumulated amortization and impairment losses, if any.

**MAKEMYTRIP LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
(Amounts in USD thousands, except per share data and share count)

*iv) Subsequent Expenditure*

Subsequent expenditure is capitalized only when it is probable that future economic benefits derived from the cost incurred will flow to the enterprise and the cost of the item can be reliably determined. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

*v) Amortization*

Amortization of assets, other than goodwill, is calculated over the cost of the assets, or other amount substituted for cost, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives are as follows:

• Technology related development costs	2 - 5 years
• Software	3 - 5 years
• Customer – related intangible assets (Customer Relationship)	7-10 years
• Contract – related intangible assets (Non-Compete)	5-6 years
• Marketing – related intangible assets (Brand / Trade Mark)	7-10 years
• Favorable lease contract term – related intangible assets	7 years

Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted as appropriate.

**(g) Assets Held for Sale**

Non-current assets that are expected to be recovered primarily through sale rather than continuing use are classified as held for sale. Immediately before classification as held for sale, the assets are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets are remeasured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Once classified as held for sale, intangible assets and property, plant and equipment are no longer amortized or depreciated.

**(h) Inventories**

Inventories are measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated selling expenses.

**(i) Impairment**

*i) Financial assets (Including Receivables)*

A financial asset not carried at fair value through profit or loss, including an interest in equity accounted investee, is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security.

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The Group considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Impairment losses on available-for-sale financial assets are recognized by reclassifying the losses accumulated in the fair value reserve in equity to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss recognized previously in profit or loss. Changes in cumulative impairment losses attributable to application of the effective interest method are reflected as a component of interest income. If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognized, then the impairment loss is reversed, with the amount of the reversal recognized in profit or loss. However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognized in other comprehensive income.

An impairment loss in respect of an equity-accounted is measured by comparing the recoverable amount of the investment with its carrying amount. An impairment loss is recognised in profit or loss, and is reversed if there has been a favorable change in estimates used to determine the recoverable amount.

*ii) Non-Financial Assets*

The carrying amounts of the Group's non-financial assets, primarily property, plant and equipment, technology related development cost, software and other intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment. An impairment loss is recognized if the carrying amount of an asset or cash generating unit (CGU) exceeds its recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assumptions of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, CGUs to which goodwill has been allocated are aggregated to that level at which impairment testing is performed which reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to the group of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**(j) Employee Benefits**

*i) Defined Contribution Plans*

Obligations for contributions to defined contribution plans are recognized as personnel expense in profit or loss in the periods during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.



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*ii) Defined Benefit Plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's gratuity scheme is a defined benefit plan.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed half yearly by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (loss). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

*iii) Other Long-term Employee Benefits*

Benefits under the Group's compensated absences policy constitute other long term employee benefits.

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which benefits are expected to be paid. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise.

*iv) Short-term Employee Benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

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v) *Share Based Payment*

The grant date fair value of share-based payment awards granted to employees is recognized as personnel expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. The increase in equity recognized in connection with a share based payment transaction is presented in the share based payment reserve, as a separate component in equity.

vi) *Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits/when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

**(k) Provisions and Contingent Liabilities**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assumptions of the time value of money and the risks specific to the liability. The unwinding of discount is recognized as finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

A provision for onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

**(l) Revenue**

The Group provides travel products and services to leisure and corporate travelers in India and abroad. The revenue from rendering these services is recognized in the profit or loss at the time when significant risk and rewards are transferred to the customer. This is generally the case: 1) on the date of departure for tours and packages, 2) date of check in for hotel booking business, 3) on the issuance of the ticket in the case of sale of airline tickets and 4) date of journey in case of sale of bus tickets. The Group considers both travelers and travel suppliers to be its customers.

Income from the sale of airline tickets is recognized as an agent on a net commission earned basis, as the Group does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer.

Where the Group has procured in advance coupons of airline tickets for an anticipated future demand from customers and assumes the risk of not utilising the coupons at its disposal, income from the sale of such airline tickets is accounted on gross basis.

Incentives from airlines are recognized when the performance obligations under the incentive schemes are achieved.

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Income from hotel reservations including commission earned is recognized on a net basis as an agent on the date of check-in as the Group does not assume any performance obligation post the issuance of hotel confirmation voucher to the customer. Where the Group has pre-booked the hotel room nights for an anticipated future demand from the customers and assumes the risk of not utilising the available hotel room nights at its disposal, income from the sale of such hotel room nights is accounted on gross basis. Performance linked incentives from hotels are recognized as income on achievement of performance obligations.

Income from tours and packages, including income on airline tickets sold to customers as a part of tours and packages is accounted on gross basis as the Group is determined to be the primary obligor in the arrangement i.e., the risks and responsibilities are taken by the Group including the responsibility for delivery of services. Income from tours and packages also includes amounts received from hotel suppliers against online promotions of hotels brands on our website.

Income from bus ticketing, including commissions and fees earned from bus operators and convenience fees from customers is recognized on a net basis as an agent on the date of journey as the Group does not assume any performance obligation post the confirmation of the issuance of the ticket to the customer.

Income from other sources, primarily comprising advertising revenue, income from rail tickets reservation and fees for facilitating website access to a travel insurance company is being recognized as the services are being performed. Income from rail tickets reservation is recognized as an agent on a net commission earned basis, as the Group does not assume any performance obligation post the confirmation of the issuance of the ticket to the customer.

Revenue is recognized net of cancellations, refunds, discounts and taxes. In the event of cancellation of airline tickets, revenue recognized in respect of commissions earned by the company on such tickets is reversed and is netted off from the revenue earned during the fiscal period at the time the cancellation is made by the customers. In addition, a liability is recognized in respect of the refund due to the customers for the gross amount charged to such customers net of cancellation fees. The revenue from the sale of tours and packages and hotel reservations is recognized on the customer's departure and check-in dates, respectively. Cancellations, if any, do not impact revenue recognition since revenue is recognized upon the availment of services by the customer.

The Company provides loyalty programs under which participating customers earn loyalty points on current transactions that can be redeemed for future qualifying transactions. Revenue is allocated between the loyalty programme and the other components of the sale when such loyalty programs are offered as concessional offers. The amount allocated to such loyalty programme is deferred, and is recognized as revenue when the Group fulfills its obligations to supply the discounted products/services under the terms of the programme or when it is no longer probable that the points under the programme will be redeemed.

Further, when loyalty programmes are run as part of the Group's customer inducement / acquisition activities with the intent of acquiring customers and promoting transactions across various booking platforms, the related cost for providing discounted products/services is recognized as marketing and sales promotion expense instead of as deferral of revenue.

**(m) Marketing and Sales Promotion Costs**

Marketing and sales promotion costs comprise of internet, television, radio and print media advertisement costs as well as event driven promotion cost for Group's products and services. These costs include advertising on websites, television, print formats, search engine marketing, and any other media cost. Additionally, the Group also incurs customer inducement/acquisition costs for acquiring customers and promoting transactions across various booking platforms such as upfront cash incentives and select loyalty programs cost, which when incurred are recorded as marketing and sales promotion costs instead of as a reduction / deferral of revenue. Marketing and sales promotion costs are recognized when incurred.

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**(n) Leasing Arrangements**

*Accounting for Finance Leases*

On initial recognition, assets held under finance leases are recorded as property, plant and equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments under finance leases are apportioned between finance expense and reduction of the outstanding liability.

The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

*Accounting for Operating Leases*

Payments made under operating leases are recognized as an expense on a straight-line basis over the lease term. Lease incentives received are recognized as a reduction of the lease expense, over the term of the lease.

**(o) Finance Income and Costs**

Finance income comprises interest income on funds invested, change in financial liability and net gain on change in fair value of derivatives. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings, change in financial liability, net loss on change in fair value of derivatives, impairment losses recognized on financial assets, including trade and other receivables, cost related to public offerings and cost related to convertible notes. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

**(p) Income Taxes**

Income tax expense comprises current and deferred taxes. Current and deferred tax expense is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or in other comprehensive income (loss).

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries, associates to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

**(q) Earnings (Loss) Per Share**

The Group presents basic and diluted earnings (loss) per share (EPS) data for its ordinary shares (including Class B shares). Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders (including Class B shareholders) of the Company by the weighted average number of ordinary shares (including Class B shares) outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders (including Class B shareholders) and the weighted average number of ordinary shares (including Class B shares) outstanding after adjusting for the effects of all potential dilutive ordinary shares (including Class B shares).

**(r) Government grants**

Government grants are recognized when there is reasonable assurance that the conditions attached to the grants are complied with and the grants will be received. Grants awarded for the purchase of fixed assets or development of technology assets are offset against the acquisition or development costs of the respective assets and reduce future depreciation and amortization cost accordingly. Grant awarded for research phase of technology assets are offset against the underlying expenses incurred.

**(s) Operating Segment**

In accordance with IFRS 8 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Group’s management to allocate resources to the segments and assess their performance. An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. Results of the operating segments are reviewed regularly by the leadership team, which has been identified as the chief operating decision maker (CODM), to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group has two reportable segments, i.e. air ticketing and hotels and packages. In addition, the Group has made relevant entity-wide disclosures (Refer to Note 6).

Segment results that are reported to the CODM include items directly attributable to a segment.

Revenue directly attributable to the segments is considered segment revenue. Income from tours and packages is measured on a gross basis and any commission earned on hotel reservations booked is being recognized on a net basis as an agent on the date of check in except where the Group has pre-booked the hotel room nights for an anticipated future demand from the customers and assumes the risk of not utilising the available hotel room nights at its disposal, income from the sale of such hotel room nights is accounted on gross basis. Segment revenue of air ticketing segment is measured on a net basis except where the Group has procured in advance coupons of airline tickets for an anticipated future demand from customers and assumes the risk of not utilising the coupons at its disposal, income from the sale of such airline tickets is accounted on gross basis.

Service cost includes cost of airline tickets, amounts paid to hotels and other service providers and other cost of providing services. Operating expenses other than service cost have not been allocated to the operating segments and are treated as unallocated/ common expenses. For the purposes of the CODM review, the measure of segment revenue as reduced by service cost and expense in nature of promotions recorded as a reduction of revenue is a key operating metric, which is sufficient to assess performance and make resource allocation decisions.

Segment capital expenditure does not include cost incurred during the period to acquire property, plant and equipment, goodwill and intangible assets as they cannot be allocated to segments and is not reviewed by the CODM.

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Segment assets do not include property, plant and equipment, goodwill, intangible assets, trade and other receivables, term deposits, tax assets, corporate assets, other current assets and other non-current assets as they cannot be allocated to segments and are not reviewed by the CODM.

Segment liabilities do not include trade and other payables, employee benefits, accrued expenses, deferred revenue, loans and borrowings and other liabilities as they cannot be allocated to segments and are not reviewed by the CODM.

**(t) New Accounting Standards and Interpretations Not Yet Adopted**

**IFRS 9 Financial Instruments:**

IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted and is applied retrospectively, except for the hedge accounting requirements which are applied prospectively.

The Company does not expect the standard to materially impact the measurement of either its financial liabilities or its financial assets. However, certain assets which are carried at fair value through other comprehensive income under IAS 39 will now be fair valued through profit and loss under IFRS 9. Further, the Company will make the irrevocable election upon adoption of IFRS 9 to classify available-for-sale equity instruments at fair value through other comprehensive income, as a result of which unrealized gains and losses which the Company currently recognizes in the consolidated statement of other comprehensive income will not be any longer recycled to the consolidated statement of profit or loss upon disposal.

Under IFRS 9, the impairment of financial assets is measured under the 'Expected Credit Loss' (ECL) model, which uses a dual measurement approach, under which the loss allowance is measured as either twelve month expected credit losses or lifetime expected credit losses. The change in the impairment model will not have a material impact on the financial statements.

Changes in accounting policies resulting from IFRS 9 will be applied retrospectively as at April 1, 2018, but with no restatement of comparative information for prior years.

**IFRS 15 Revenue from Contracts with Customers:**

IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The Company has undertaken the review of the new standard and has concluded that application of the new standard will not have a material impact on the consolidated results or financial position, except for reclassification effects within the consolidated statement of profit or loss and other comprehensive income (loss) identified below:

Certain customer inducement/acquisition costs for acquiring customers and promoting transactions across various booking platforms such as upfront cash incentives and select loyalty programs cost, which when incurred are recorded as marketing and sales promotion costs will now be recorded as a reduction of revenue. Due to changing competitive dynamics and seasonality in the business, the Company cannot reasonably estimate the financial statements reclassification impact of this change post the adoption.

We will adopt the standard using the cumulative effect method, with the effect of initially applying this standard recognized at the date of initial application (i.e. April 1, 2018). As a result, we will not apply the requirements of IFRS 15 to the comparative periods presented.

**IFRS 16 Leases:**

On January 13, 2016, the International Accounting Standards Board issued the final version of IFRS 16, Leases. IFRS 16 will replace the existing leases standard, IAS 17, Leases, and related Interpretations.

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The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit or loss and other comprehensive income (loss). The Standard also contains enhanced disclosure requirements for lessees. The effective date for adoption of IFRS 16 is annual periods beginning on or after January 1, 2019, though early adoption is permitted for companies applying IFRS 15 Revenue from Contracts with Customers. The Company is in the process of assessing the impact of IFRS 16 on the consolidated results of operations, cash flows, financial position and disclosures.

**IFRIC 23, Uncertainty over Income Tax Treatments:**

In June 2017, the International Accounting Standards Board issued IFRIC 23, Uncertainty over Income Tax Treatments. IFRIC 23 is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12.

According to IFRIC 23, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition:

- Full retrospective approach – Under this approach, IFRIC 23 will be applied retrospectively to each prior reporting period presented in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying IFRIC 23 recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of IFRIC 23 is annual periods beginning on or after January 1, 2019, though early adoption is permitted. The Company is in the process of assessing the impact of IFRIC 23 on the consolidated financial statements.

**4) DETERMINATION OF FAIR VALUES**

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including level 3 fair values, and reports directly to the Group Chief Financial Officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Significant valuation issues are reported to the Group's Audit committee.

When measuring the fair value of an asset or a liability, the Group uses market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1:* quoted prices (Unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- *Level 3:* Inputs for the assets or liability that are not based on observable market data (Unobservable Inputs).

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If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire valuation.

When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

**a) Property, Plant and Equipment**

The fair value of property, plant and equipment recognized as a result of a business combination is the estimated amount for which a property could be exchanged on the date of acquisition between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably. The fair value of items of property, plant and equipment is based on the market approach and cost approaches using the quoted market prices for similar items when available and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

**b) Intangible Assets**

The fair value of trademark and brand names acquired in business combinations is based on the discounted estimated royalty payments that are expected to be avoided as a result of the trademark / brand names being owned. The fair value of customer relationships acquired in a business combination is determined using the multi-period excess earnings method, whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows. The fair value of non-compete agreements acquired in a business combination is determined using the comparative income differential method. The fair value of technology acquired in business combinations is determined using the replacement cost method and/or relief from royalty method.

The fair value of favorable lease term acquired in a business combination is determined by comparison of the terms of an acquiree's leases with the market terms of leases of the same or similar items at the acquisition date.

**c) Non Derivative Financial Liabilities**

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

**d) Share Based Payment Transactions**

The fair value of restricted stock units given under MakeMyTrip 2010 Share Incentive Plan ("Share Incentive Plan") is calculated by multiplying the number of units given with the Company's share price on the date of grant. Service conditions attached to the arrangements were not taken into account in measuring fair value.

The fair value of acquiree's awards exchanged in a business combination was measured using Bermudan Binomial option pricing model, taking into account the terms and conditions upon which the awards were made. In applying the valuation model, it is required to determine the most appropriate inputs to the valuation model including the expected life of the appreciation right, volatility and dividend yield and making assumptions about them.

**e) Trade and other Receivables**

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.



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**f) Investment in Equity Securities**

The fair value of investment in equity securities is determined using a valuation technique. Valuation techniques employed include market multiples and discounted cash flows analysis using expected future cash flows and a market related discount rate.

**g) Separable Embedded Derivative**

The fair value of the separable embedded derivative in the convertible notes has been determined using Black-Scholes model. Measurement inputs include share price on measurement date, expected term of the instrument, risk free rate (based on government bonds), expected volatility (based on weighted average historic volatility) and expected dividend rate.

**h) Available for Sale financial asset**

The fair value of the entitlement on future proceeds from sale of stake acquired in a business combination has been determined by assigning probabilities to Binomial Lattice Model and Discounted Cash Flow method. Measurement inputs include discount rate, expected term, volatility, expected dividend yield and share price movement trend.

**i) Investment in Associates**

The fair value of Group's shares, acquired as a result of a business combination, in an entity over which the Group has significant influence but not control is based on the enterprise value of that entity determined using the latest round of investment in that entity by market participants.

**5) FINANCIAL RISK MANAGEMENT**

***Overview***

In the normal course of its business, the Group is exposed to liquidity, credit and market risk (interest rate and foreign currency risk).

***Liquidity Risk***

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

To ensure smooth operations, the Group has invested surplus funds in term deposits with banks and has taken bank guarantees, bank overdraft facility, and other facilities against them.

***Credit Risk***

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligation. The Group's exposure to credit risk is limited, as its customer base consists of a large number of customers and the majority of its collections from customers are made on an upfront basis at the time of consummation of the transaction. There is limited credit risk on sales made to corporate customers, incentives due from the airlines and its Global Distribution System (GDS) providers. The Group has not experienced any significant default in recovery from such customers.

Additionally, the Group places its cash and cash equivalents (except cash in hand) and term deposits with banks with high investment grade ratings, limits the amount of credit exposure with any one bank and conducts ongoing evaluation of the credit worthiness of the banks with which it does business. Given the high credit ratings of these financial institutions, the Group does not expect these financial institutions to fail in meeting their obligations. The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

**MAKEMYTRIP LIMITED**  
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***Market Risk***

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rate will affect the Group's income or the value of its holdings of financial instruments.

***Foreign Currency Risk***

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchase of services and borrowings are denominated and the respective functional currencies of Group companies. The functional currencies of Group companies are primarily INR and USD. The currencies in which these transactions are primarily denominated are INR, USD, and Euro.

The Group currently does not have hedging or similar arrangements with any counter-party to cover its foreign currency exposure fluctuations in foreign exchange rates.

***Interest Rate Risk***

A majority of the financing of the Group has come from a mix of ordinary or convertible and redeemable preference shares with nominal dividends, proceeds from public offerings, proceeds from the issuance of the convertible notes and overdraft facility with banks. The interest rates on the overdraft facility availed by the subsidiaries of the parent company are marginally higher than the interest rates on term deposits with the banks. Further, the interest rate on convertible notes was fixed. Accordingly, there is limited interest rate risk. The Group's investments in majority of term deposits with banks are for short duration, and therefore do not expose the group to significant interest rate risk.

**6) OPERATING SEGMENTS**

The Group has two reportable segments, as described below, which are the Group's Lines of Business (LoBs). The LoBs offer different products and services, and are managed separately because the nature of products and services, and methods used to distribute the services are different. For each of these LoBs, the Group's Leadership team comprising of Group Chief Executive Officer, Chief Executive Officer- India, Group Chief Financial Officer, Group Chief Marketing Officer and Group Chief Technology Officer along with business leaders from different LoBs, review internal management reports. Accordingly, the Leadership team is construed to be the Chief Operating Decision Maker (CODM). LoBs assets, liabilities and expenses (other than service cost) are reviewed on an entity-wide basis by the CODM, and hence are not allocated to these LoBs. Segment Revenue less Service Cost from each LoB are reported and reviewed by the CODM on a monthly basis.

The following summary describes the operations in each of the Group's reportable segments:

1. Air ticketing: Primarily through internet based platforms, provides the facility to book international and domestic air tickets.
2. Hotels and packages: Through internet based platforms, call-centers and branch offices, provides holiday packages and hotel reservations. For internal reporting purposes, the revenue related to airline tickets issued as a component of a Company developed tour and package has been assigned to the hotels and packages segment and is recorded on a gross basis.

Other operations primarily include income from sale of bus and rail tickets, advertisement income from hosting advertisements on its internet websites, car bookings and income from facilitating access to internet based platforms to travel insurance companies and other agents. These aforesaid operations do not meet any of the quantitative thresholds to be a reportable segment for any of the periods presented in these consolidated financial statements.

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**Information about reportable segments:**

Particulars	For the year ended March 31														
	Reportable segments									All other segments					
	Air ticketing			Hotels and packages			Total reportable segments						Total		
	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018
Revenues	78,172	118,514	202,064	251,713	314,254	483,031	329,885	432,768	685,095	6,169	14,848	67,902	336,054	447,616	752,997
<b>Total segment revenue</b>	<b>78,172</b>	<b>118,514</b>	<b>202,064</b>	<b>251,713</b>	<b>314,254</b>	<b>483,031</b>	<b>329,885</b>	<b>432,768</b>	<b>685,095</b>	<b>6,169</b>	<b>14,848</b>	<b>67,902</b>	<b>336,054</b>	<b>447,616</b>	<b>752,997</b>
Service cost	1,770	—	—	165,264	173,919	169,347	167,034	173,919	169,347	—	—	6,530	167,034	173,919	175,877
<b>Segment Revenue less Service Cost</b>	<b>76,402</b>	<b>118,514</b>	<b>202,064</b>	<b>86,449</b>	<b>140,335</b>	<b>313,684</b>	<b>162,851</b>	<b>258,849</b>	<b>515,748</b>	<b>6,169</b>	<b>14,848</b>	<b>61,372</b>	<b>169,020</b>	<b>273,697</b>	<b>577,120</b>
Other income													1,014	363	435
Personnel expenses													(49,018)	(73,736)	(114,157)
Marketing and sales promotion expenses													(108,966)	(224,424)	(529,559)
Other operating expenses													(67,954)	(81,585)	(120,566)
Depreciation, amortization and impairment													(10,923)	(29,702)	(32,712)
Finance income													1,586	45,268	5,189
Finance costs													(20,327)	(18,289)	(3,901)
Impairment in respect of an equity - accounted investee													(959)	—	—
Share of loss of equity-accounted investees													(1,860)	(1,702)	(1,998)
<b>Loss before tax</b>													<b>(88,387)</b>	<b>(110,110)</b>	<b>(220,149)</b>

Assets and liabilities are used interchangeably between segments and these have not been allocated to the reportable segments.

**Reconciliation of information on Reportable Segments to IFRS measures:**

Particulars	For the year ended March 31														
	Reportable segments									All other segments					
	Air ticketing			Hotels and packages			Total reportable segments						Total		
	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018	2016	2017	2018
Revenues	78,172	118,514	202,064	251,713	314,254	483,031	329,885	432,768	685,095	6,169	14,848	67,902	336,054	447,616	752,997
Less: Promotion expenses recorded as a reduction of revenue*	—	—	(34,673)	—	—	(43,068)	—	—	(77,741)	—	—	—	—	—	(77,741)
<b>Consolidated Revenue</b>	<b>78,172</b>	<b>118,514</b>	<b>167,391</b>	<b>251,713</b>	<b>314,254</b>	<b>439,963</b>	<b>329,885</b>	<b>432,768</b>	<b>607,354</b>	<b>6,169</b>	<b>14,848</b>	<b>67,902</b>	<b>336,054</b>	<b>447,616</b>	<b>675,256</b>
Marketing and sales promotion expenses													(108,966)	(224,424)	(529,559)
Less: Promotion expenses recorded as a reduction of revenue*													—	—	77,741
<b>Consolidated marketing and sales promotion expenses</b>													<b>(108,966)</b>	<b>(224,424)</b>	<b>(451,818)</b>

Notes:

- \* For purposes of reporting to the CODM, certain promotion expenses which are reported as a reduction of revenue are added back to the respective segment revenue lines and marketing and sales promotion expenses. For reporting in accordance with IFRS, such expenses are recorded as a reduction from the respective revenue lines. Therefore, the reclassification excludes these expenses from the respective segment revenue lines and adds them to the marketing and sales promotion expenses.

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**Geographical Information:**

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Particulars	Revenue			Non-Current Assets*	
	For the Year Ended March 31			As at March 31	
	2016	2017	2018	2017	2018
India	295,794	415,555	647,077	1,211,999	1,195,212
United States	6,504	2,382	113	23	14
South East Asia	10,132	11,115	10,888	7,719	4,838
Europe	12,698	9,184	6,972	—	—
Others	10,926	9,380	10,206	184	226
<b>Total</b>	<b>336,054</b>	<b>447,616</b>	<b>675,256</b>	<b>1,219,925</b>	<b>1,200,290</b>

\* Non-current assets presented above represent property, plant and equipment, intangible assets and goodwill, non-current tax assets, and other non-current assets (excluding financial assets).

In the year ended March 31, 2016, the Group changed the management reporting structure for analysing revenue based on geographical location of customers. In conjunction with that change, the Group now reports its geographical revenues and non-current assets for India, United States, South East Asia, Europe and Other countries.

**Major Customers:**

Considering the nature of business, customers normally include individuals. Further, none of the corporate and other customers account for more than 10% or more of the Group's revenues.

**7) BUSINESS COMBINATIONS**

**a) Acquisition of ibibo Group**

On January 31, 2017, MakeMyTrip Limited ('MMYT') acquired 100% of the outstanding shares and voting interest of Ibibo Group Holdings (Singapore) Pte. Ltd. ('ibibo Group'), a subsidiary of MIH Internet SEA Pte. Ltd. ('Parent') (which was jointly owned by Naspers Limited and Tencent Holdings Limited).

Through this acquisition, MMYT intended to bring together a bouquet of leading consumer travel brands in India, including MakeMyTrip, goibibo and redBus. MMYT aims to create one of the leading travel groups in India that provides a one-stop shop for all Indian travellers and serves as a critical partner for travel industry suppliers. The transaction is expected to unlock value for customers, supply partners and shareholders, by combining the complementary strengths of each business.

The operations of ibibo Group were consolidated in the financial statements of the Group from January 31, 2017. In the year ended March 31, 2017, ibibo Group contributed revenue of USD 28,740 and loss of USD 26,470 to the Group's result.

If the acquisition had occurred on April 1, 2016, management estimates that consolidated revenue would have been USD 609,798 and consolidated loss for the year ended March 31, 2017 would have been USD 225,355. This unaudited pro-forma information is not necessarily indicative of the results of operations that would have occurred had the acquisition been made at the beginning of the period.

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**Consideration transferred**

The following table summarises the acquisition date fair value of each class of consideration transferred:

Equity instruments issued to Parent (38,971,539 Class B shares)	1,178,792
Equity instruments issued to Parent (Option to exercise and acquire 413,035 ordinary shares)	3,741
Working capital infusion by the Parent	(83,260)
Replacement share-based payment awards	15,008
<b>Total Consideration transferred</b>	<b>1,114,281</b>

*Equity instruments issued*

The fair value of the 38,971,539 Class B shares issued was based on the listed share price of the Company on the date of closing after making adjustments for certain selling restrictions. Under the acquisition agreement, the Parent had an option to purchase 413,035 ordinary shares of MMYT at \$21.19 per share, which was exercised by the Parent on January 31, 2017. The difference between the exercise price and the stock price on the date of closing (after making adjustments for certain selling restrictions) was considered as part of purchase consideration (Refer note 26).

*Working capital infusion by the Parent*

As per the terms of the acquisition agreement, as a key condition to the completion of the transaction, the Parent of ibibo Group contributed its pro rata share of consolidated net working capital of USD 82,826 in cash to MMYT at closing (which was subject to adjustments after completion). In May 2017, the Parent agreed to the working capital adjustment and total pro rate share contributed by the Parent is USD 83,260.

*Replacement share-based payment awards*

In accordance with the terms of the acquisition agreement, the Group exchanged share-based payment awards held by employees of ibibo Group (the acquiree's awards) for equity-settled share-based payment awards of the Company (the replacement awards).

The replacement awards given in exchange of acquiree's awards will have the same vesting schedule as was applicable to the ibibo Group employees before the acquisition. The fair value of the replacement awards on the date of acquisition was USD 26,021. The value of the replacement awards was USD 24,832, after taking into account estimated forfeiture rates. The consideration for the business combination includes USD 15,008 transferred to employees of Ibibo Group when the acquiree's awards were substituted by the replacement awards, which relates to past service. The balance of USD 9,824 will be recognized as post-acquisition compensation cost over remaining vesting period of replaced awards. For further details on the replacement awards, refer note 33.

**Acquisition-related costs**

The Group incurred "acquisition-related" costs of USD 5,972 relating to external legal fees and due diligence cost. These amounts were included in other operating expenses in the consolidated statement of profit or loss and other comprehensive income (loss) for the year ended March 31, 2017.

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**Identifiable assets acquired and liabilities assumed**

The acquisition was accounted for under the acquisition method of accounting in accordance with IFRS 3 “Business Combinations”. The assets and liabilities of ibibo Group were recorded at fair value at the date of acquisition.

The purchase price was allocated based on management’s estimates and an independent appraisal of fair values as follows:

Property, plant and equipment	1,189
Intangible assets	153,860
Other non-current assets	20,499
Current assets and liabilities, net (including cash and cash equivalents of USD 19,988)	(12,309)
Employee benefits	(605)
Equity stake in an associate	2,060
<b>Total identifiable net assets assumed</b>	<b>164,694</b>
Non-controlling interest	(617)
Goodwill	950,204
<b>Total purchase price</b>	<b>1,114,281</b>

The fair value of the current assets acquired includes trade receivable with a fair value of USD 7,601.

The goodwill was attributable mainly to the skills and technical talent of ibibo Group’s work force and the synergies expected to be achieved from integrating the ibibo Group into the Group’s existing business. Goodwill recognized is not expected to be deductible for income tax purposes.

**8) INVESTMENT IN EQUITY-ACCOUNTED INVESTEEES**

The Group has interests in a number of individually immaterial associates. The following table analyses, in aggregate the carrying amount and share of loss of these associates.

Particulars	As at March 31	
	2017	2018
Carrying amount of interests in associates	18,212	16,316

Particulars	For the year ended March 31		
	2016	2017	2018
Company's share of loss in associates	(1,860)	(1,702)	(1,998)

**9) OTHER INVESTMENTS**

Particulars	As at March 31	
	2017	2018
Investment in equity and other securities	5,791	6,170
<b>Total</b>	<b>5,791</b>	<b>6,170</b>

These investments have been classified as “Available-for-sale Financial Assets” and “Held to Maturity” as per IAS 39 “Financial Instruments: Recognition and Measurement”.

The Group’s exposure to risks and fair value measurement is disclosed in note 5 and 35.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
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**10) OTHER REVENUE**

Particulars	For the year ended March 31		
	2016	2017	2018
Commission on bus and rail reservation	946	5,823	51,435
Advertising revenue	953	1,326	981
Facilitation fee	3,516	6,956	14,588
Miscellaneous	754	743	898
<b>Total</b>	<b>6,169</b>	<b>14,848</b>	<b>67,902</b>

**11) OTHER INCOME**

Particulars	For the year ended March 31		
	2016	2017	2018
Claim received from vendor	24	—	—
Excess provision written back	—	93	96
Income on license acquired	886	—	—
Others	104	270	339
<b>Total</b>	<b>1,014</b>	<b>363</b>	<b>435</b>

**12) PERSONNEL EXPENSES**

Particulars	For the year ended March 31		
	2016	2017	2018
Wages, salaries and other employees benefits	31,001	42,073	62,303
Contributions to defined contribution plans	2,017	2,204	3,055
Expenses related to defined benefit plans	253	363	868
Equity-settled share based payment	13,685	26,795	44,716
Employee welfare expenses	2,062	2,301	3,215
<b>Total</b>	<b>49,018</b>	<b>73,736</b>	<b>114,157</b>

**13) OTHER OPERATING EXPENSES**

Particulars	For the year ended March 31		
	2016	2017	2018
Payment gateway and other charges	25,019	27,269	50,597
Outsourcing expenses	16,055	16,920	26,158
Travelling and conveyance	3,069	3,537	3,105
Communication	3,600	4,385	5,288
Repairs and maintenance	3,322	4,322	5,300
Rent	2,949	3,831	7,701
Legal and professional*	3,707	11,395	7,894
Website hosting charges	2,243	2,428	6,771
Net loss on disposal of property, plant and equipment	380	46	70
Intangible assets written off	—	—	356
Miscellaneous expenses	7,610	7,452	7,326
<b>Total</b>	<b>67,954</b>	<b>81,585</b>	<b>120,566</b>

Notes: \* Includes USD 144 towards cost related to share based payment for the year ended March 31, 2018.

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**14) DEPRECIATION, AMORTIZATION AND IMPAIRMENT**

Particulars	For the year ended March 31		
	2016	2017	2018
Depreciation	2,724	5,149	4,357
Amortization	6,032	9,386	25,481
Impairment	2,167	15,167	2,874
<b>Total</b>	<b>10,923</b>	<b>29,702</b>	<b>32,712</b>

**15) FINANCE INCOME AND COSTS**

Particulars	For the year ended March 31		
	2016	2017	2018
<b>Recognized in profit or loss</b>			
Interest income on term deposits	1,477	2,208	4,503
Other interest income	109	633	686
Net gain on change in fair value of derivative financial instrument	—	42,427	—
<b>Finance income</b>	<b>1,586</b>	<b>45,268</b>	<b>5,189</b>
Interest expense on financial liabilities measured at amortised cost	3,838	8,574	422
Change in financial liability	496	2	—
Cost related to convertible notes	775	—	—
Net foreign exchange loss	4,501	1,669	2,386
Impairment loss on trade and other receivables	984	1,771	604
Net loss on change in fair value of derivative financial instrument	9,017	—	—
Finance and other charges	716	6,273	489
<b>Finance costs</b>	<b>20,327</b>	<b>18,289</b>	<b>3,901</b>
<b>Net finance income (costs) recognized in profit or loss</b>	<b>(18,741)</b>	<b>26,979</b>	<b>1,288</b>

**16) INCOME TAX BENEFIT (EXPENSE)**

*Income tax recognised in profit or loss*

Particulars	For the year ended March 31		
	2016	2017	2018
<b>Current tax expense</b>			
Current period	(178)	(237)	(135)
<b>Current tax expense</b>	<b>(178)</b>	<b>(237)</b>	<b>(135)</b>
<b>Deferred tax benefit (expense)</b>			
Origination and reversal of temporary differences	4,343	1,928	(1,231)
Change in unrecognized deductible temporary differences	(4,335)	(1,908)	620
Utilization of previously unrecognised tax losses	15	24	655
<b>Deferred tax benefit (expense)</b>	<b>23</b>	<b>44</b>	<b>44</b>
<b>Total</b>	<b>(155)</b>	<b>(193)</b>	<b>(91)</b>



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***Income Tax Recognized in Other Comprehensive Income (loss)***

Particulars	For the year ended March 31								
	2016			2017			2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Foreign currency translation differences on foreign operations	(565)	—	(565)	48,618	—	48,618	(1,915)	—	(1,915)
Net change in fair value of available-for-sale financial assets	752	—	752	(809)	—	(809)	2,280	—	2,280
Remeasurement of defined benefit (asset) liability	(149)	—	(149)	(266)	—	(266)	(422)	—	(422)
<b>Total</b>	<b>38</b>	<b>—</b>	<b>38</b>	<b>47,543</b>	<b>—</b>	<b>47,543</b>	<b>(57)</b>	<b>—</b>	<b>(57)</b>

***Reconciliation of Effective Tax Rate***

Particulars	For the Year Ended March 31					
	2016		2017		2018	
Loss for the year		(88,542)		(110,303)		(220,240)
Income tax expense		(155)		(193)		(91)
Loss before tax		(88,387)		(110,110)		(220,149)
Income tax benefit using the Company's domestic tax rate	15.00%	13,261	15.00%	16,517	15.00%	33,020
Effect of tax rates in foreign jurisdictions	9.81%	8,671	13.60%	14,978	13.90%	30,611
Non deductible expenses	2.84%	(2,508)	3.64%	(4,005)	0.81%	(1,781)
Tax exempt income	0.08%	74	5.99%	6,593	0.28%	622
Utilization of previously unrecognised tax losses	0.02%	15	0.02%	24	0.30%	655
Current year losses for which no deferred tax asset was recognized	17.35%	(15,334)	29.37%	(32,340)	29.00%	(63,833)
Change in unrecognised temporary differences	4.90%	(4,335)	1.73%	(1,908)	0.28%	620
Others	0.00%	1	0.05%	(52)	0.00%	(5)
		<b>(155)</b>		<b>(193)</b>		<b>(91)</b>

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**17) PROPERTY, PLANT AND EQUIPMENT**

Particulars	Land	Building	Computers	Furniture and Fixtures	Office Equipment	Motor Vehicles	Leasehold Improvements	Diesel Generator Sets	Capital Work-in-Progress	Total
<b>Cost</b>										
Balance as at April 1, 2016	794	478	10,691	210	1,297	1,100	4,652	9	14	19,245
Acquisitions through business combinations	—	—	880	126	105	59	19	—	—	1,189
Additions	—	—	3,026	283	600	382	2,071	—	2,701	9,063
Disposals*	—	—	(1,381)	(51)	(232)	(88)	(3,809)	—	—	(5,561)
Effect of movements in foreign exchange rates	18	11	323	12	40	36	29	—	74	543
<b>Balance as at March 31, 2017</b>	<b>812</b>	<b>489</b>	<b>13,539</b>	<b>580</b>	<b>1,810</b>	<b>1,489</b>	<b>2,962</b>	<b>9</b>	<b>2,789</b>	<b>24,479</b>
Balance as at April 1, 2017	812	489	13,539	580	1,810	1,489	2,962	9	2,789	24,479
Additions	—	—	2,198	412	456	344	3,540	—	(2,753)	4,197
Disposals**	(845)	(509)	(341)	(123)	(367)	(441)	(113)	—	—	(2,739)
Effect of movements in foreign exchange rates	33	20	42	2	27	9	(17)	—	14	130
<b>Balance as at March 31, 2018</b>	<b>—</b>	<b>—</b>	<b>15,438</b>	<b>871</b>	<b>1,926</b>	<b>1,401</b>	<b>6,372</b>	<b>9</b>	<b>50</b>	<b>26,067</b>
<b>Accumulated depreciation and impairment loss</b>										
Balance as at April 1, 2016	—	142	5,593	102	848	446	1,824	5	—	8,960
Depreciation for the year	—	40	2,187	54	263	241	2,363	1	—	5,149
Disposals*	—	—	(1,365)	(28)	(224)	(27)	(3,483)	—	—	(5,127)
Effect of movements in foreign exchange rates	—	4	136	2	14	14	(7)	—	—	163
<b>Balance as at March 31, 2017</b>	<b>—</b>	<b>186</b>	<b>6,551</b>	<b>130</b>	<b>901</b>	<b>674</b>	<b>697</b>	<b>6</b>	<b>—</b>	<b>9,145</b>
Balance as at April 1, 2017	—	186	6,551	130	901	674	697	6	—	9,145
Depreciation for the period	—	10	2,773	184	361	302	727	—	—	4,357
Disposals**	—	(203)	(252)	(35)	(330)	(241)	(106)	—	—	(1,167)
Effect of movements in foreign exchange rates	—	7	54	(22)	(9)	6	6	—	—	42
<b>Balance as at March 31, 2018</b>	<b>—</b>	<b>—</b>	<b>9,126</b>	<b>257</b>	<b>923</b>	<b>741</b>	<b>1,324</b>	<b>6</b>	<b>—</b>	<b>12,377</b>
<b>Carrying amounts</b>										
As at April 1, 2016	794	336	5,098	108	449	654	2,828	4	14	10,285
<b>As at March 31, 2017</b>	<b>812</b>	<b>303</b>	<b>6,988</b>	<b>450</b>	<b>909</b>	<b>815</b>	<b>2,265</b>	<b>3</b>	<b>2,789</b>	<b>15,334</b>
As at April 1, 2017	812	303	6,988	450	909	815	2,265	3	2,789	15,334
<b>As at March 31, 2018</b>	<b>—</b>	<b>—</b>	<b>6,312</b>	<b>614</b>	<b>1,003</b>	<b>660</b>	<b>5,048</b>	<b>3</b>	<b>50</b>	<b>13,690</b>

\* includes assets reclassified to assets held for sale with cost of USD 3,733 and accumulated depreciation of USD 3,443.

\*\* includes assets reclassified to assets held for sale with cost of USD 1,354 and accumulated depreciation of USD 203.

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**18) INTANGIBLE ASSETS AND GOODWILL**

Particulars	Goodwill	Customer Relationship	Non-Compete	Brand / Trade Mark	Technology Related Development Cost	Software	Favourable Lease Contract Term	Capital Work-in-Progress	Total
<b>Cost</b>									
Balance as at April 1, 2016	13,338	1,334	466	10,777	20,049	6,120	—	4,210	56,294
Acquisitions through business combination	950,204	2,200	—	134,500	16,500	411	249	—	1,104,064
Additions/Adjustment*	—	—	—	—	6,001	330	—	(89)	6,242
Effect of movements in foreign exchange rates	42,893	95	(6)	6,092	1,221	140	11	71	50,517
<b>Balance as at March 31, 2017</b>	<b>1,006,435</b>	<b>3,629</b>	<b>460</b>	<b>151,369</b>	<b>43,771</b>	<b>7,001</b>	<b>260</b>	<b>4,192</b>	<b>1,217,117</b>
Balance as at April 1, 2017	1,006,435	3,629	460	151,369	43,771	7,001	260	4,192	1,217,117
Additions/Adjustment*	—	—	—	—	8,028	318	—	(542)	7,804
Disposals	—	—	—	—	(392)	(237)	(260)	—	(889)
Effect of movements in foreign exchange rates	(2,081)	3	10	(302)	(163)	10	—	(3)	(2,526)
<b>Balance as at March 31, 2018</b>	<b>1,004,354</b>	<b>3,632</b>	<b>470</b>	<b>151,067</b>	<b>51,244</b>	<b>7,092</b>	<b>—</b>	<b>3,647</b>	<b>1,221,506</b>
<b>Accumulated amortization and impairment loss</b>									
Balance as at April 1, 2016	—	567	327	4,330	10,887	3,807	—	1,490	21,408
Amortization for the year	—	214	51	3,475	4,734	906	6	—	9,386
Impairment for the year	9,625	—	70	4,885	16	—	—	571	15,167
Effect of movements in foreign exchange rates	—	(1)	(5)	53	244	100	—	38	429
<b>Balance as at March 31, 2017</b>	<b>9,625</b>	<b>780</b>	<b>443</b>	<b>12,743</b>	<b>15,881</b>	<b>4,813</b>	<b>6</b>	<b>2,099</b>	<b>46,390</b>
Balance as at April 1, 2017	9,625	780	443	12,743	15,881	4,813	6	2,099	46,390
Amortization for the year	—	493	10	14,216	9,764	973	25	—	25,481
Impairment for the year**	—	—	—	—	2,373	—	—	501	2,874
Disposals	—	—	—	—	(358)	(160)	(31)	—	(549)
Effect of movements in foreign exchange rates	—	4	10	(102)	(169)	17	—	33	(207)
<b>Balance as at March 31, 2018</b>	<b>9,625</b>	<b>1,277</b>	<b>463</b>	<b>26,857</b>	<b>27,491</b>	<b>5,643</b>	<b>—</b>	<b>2,633</b>	<b>73,989</b>
<b>Carrying amounts</b>									
As at April 1, 2016	13,338	767	139	6,447	9,162	2,313	—	2,720	34,886
<b>As at March 31, 2017</b>	<b>996,810</b>	<b>2,849</b>	<b>17</b>	<b>138,626</b>	<b>27,890</b>	<b>2,188</b>	<b>254</b>	<b>2,093</b>	<b>1,170,727</b>
As at April 1, 2017	996,810	2,849	17	138,626	27,890	2,188	254	2,093	1,170,727
<b>As at March 31, 2018</b>	<b>994,729</b>	<b>2,355</b>	<b>7</b>	<b>124,210</b>	<b>23,753</b>	<b>1,449</b>	<b>—</b>	<b>1,014</b>	<b>1,147,517</b>

\* Represents addition of USD 7,506 (March 31, 2017: USD 5,912) to capital work-in-progress, adjusted for amounts capitalized out of capital-work-in progress amounting to USD 8,028 (March 31, 2017: USD 6,001)

\*\* In March 2018, the management of the Company decided to suspend operations in one of its Indian subsidiary, as it does not intend to continue operations in the future in that entity. The Group tested the technology related development cost of that entity for recoverability and recognised an impairment loss of USD 2,874 during the year ended March 31, 2018.

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***Impairment testing for CGUs containing goodwill***

For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment. Goodwill has been allocated as follows:

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
ibibo Group - Go ibibo	838,465	836,559
ibibo Group - redBus	154,718	154,390
Luxury Tours & Travel Pte Ltd	2,322	2,475
ITC Group	1,305	1,305
<b>Total</b>	<b>996,810</b>	<b>994,729</b>

The recoverable amount of the CGU was based on its value in use and was determined by discounting the future cash flows to be generated from the continuing use of the CGU. These calculations use cash flow projections over a period of five to seven years, based on next year financial budgets approved by management, with extrapolation for the remaining period, and an average of the range of assumptions as mentioned below. The key assumptions used for the calculations are as follows:

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Discount rate (pre-tax)	15 - 24%	19 - 24%
Discount rate (post-tax)	12 - 22%	15 - 20%
Terminal value growth rate	3.5 - 4%	3.5 - 4%
EBITDA margin (5-7 years)	(20.7) - 28.4%	(14.7) - 42.5%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) of a comparable market participant, which is adjusted for specific risks. These estimates are likely to differ from future actual results of operations and cash flows.

Based on the above, no impairment was identified as of March 31, 2018 and March 31, 2017 (except for Hotel Travel Group) as the recoverable value of the CGUs exceeded the carrying value. With regard to the assessment of value-in use for Luxury Tours and Travels Pte Ltd and ITC group, no reasonably possible change in any of the above key assumptions would cause the carrying amount of these units to exceed their recoverable amount. For ibibo Group - Go ibibo, the recoverable amount exceeds the carrying amount by approximately 14.4% as of March 31, 2018 (March 31, 2017: 8.41%). An increase of 1.72% (March 31, 2017: 0.9%) in pre-tax discount rate and a decrease of EBITDA as a percentage of revenue by 3.16% (March 31, 2017: 1.62%) shall equate the recoverable amount with the carrying amount of the ibibo Group - Go ibibo. For ibibo Group - redBus, the recoverable amount exceeds the carrying amount by approximately 14.3% as of March 31, 2018 (March 31, 2017: 5.76%). An increase of 1.57% (March 31, 2017: 0.53%) in pre-tax discount rate and a decrease of EBITDA as a percentage of revenue by 2.12% (March 31, 2017: 1.08%) shall equate the recoverable amount with the carrying amount of the ibibo Group – redBus.

In November, 2012, MMYT acquired 100% stake in the companies in the 'Hotel Travel Group' (HT Group). HT Group, with the brand 'Hotel Travel' and the website [www.hoteltravel.com](http://www.hoteltravel.com), a well-established travel company in South East Asia had its presence in Thailand, Singapore and Malaysia, where it had an operating history of over a decade. The Company recorded Goodwill of USD 9,625 in accordance with IFRS 3 "Business Combinations" which represented excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities on the date of acquisition.

Pursuant to the acquisition of ibibo Group (refer note 7(a)), as part of its business strategy the Group envisaged that it wants to focus on capturing the Indian domestic market and international hotel market for travelers originating from India as it provides higher growth and improved margin prospects. Accordingly, as a result of the revamped strategy, in February 2017, the management of the Company decided to curtail its operation in HT Group as it no longer intends to render online hotels services to customers originating from HT Group's operations.

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was

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determined to be higher than its recoverable amount, accordingly, an impairment loss of USD 14,580 was recognized in the year ended March 31, 2017. The impairment loss was fully allocated to goodwill, non-compete intangible assets and brands associated with HT Group's operations.

**19) TAX ASSETS AND LIABILITIES**

***Unrecognized Deferred Tax Assets***

Deferred tax assets have not been recognized in respect of the following items:

Particulars	As at March 31	
	2017	2018
Deductible temporary differences	25,261	27,816
Minimum alternate tax	746	744
Tax loss carry forwards	119,481	180,175
<b>Total</b>	<b>145,488</b>	<b>208,735</b>

During the year ended March 31, 2016, March 31, 2017 and 2018, the Company did not recognize deferred tax assets on tax losses and other temporary differences because a trend of future profitability is not yet clearly discernible. Further, deferred tax assets have been recognised only to the extent of deferred tax liabilities. The above tax losses expire at various dates ranging from 2022 to 2035.

***Recognized Deferred Tax Assets and Liabilities***

Deferred tax assets and liabilities are attributable to the following:

Particulars	As at March 31					
	Assets		Liabilities		Net	
	2017	2018	2017	2018	2017	2018
Property, plant and equipment	—	—	(75)	(390)	(75)	(390)
Intangible assets	—	—	(37,674)	(33,675)	(37,674)	(33,675)
Tax loss carry forwards	37,590	33,950	—	—	37,590	33,950
<b>Deferred tax assets/(liabilities) before set off</b>	<b>37,590</b>	<b>33,950</b>	<b>(37,749)</b>	<b>(34,065)</b>	<b>(159)</b>	<b>(115)</b>
Set off	(37,590)	(33,950)	37,590	33,950	—	—
<b>Net deferred tax assets/(liabilities)</b>	<b>—</b>	<b>—</b>	<b>(159)</b>	<b>(115)</b>	<b>(159)</b>	<b>(115)</b>

***Movement in deferred tax assets/(liabilities) during the year***

Particulars	Balance as at April 1, 2016	Acquired in business combination	Recognised in profit or loss	Recognised in other comprehensive income	Effects of movement in foreign exchange rates	Balance as at March 31, 2017	Recognised in profit or loss	Recognised in other comprehensive income	Effects of movement in foreign exchange rates	Balance as at March 31, 2018
Property, plant and equipment	(453)	—	374	—	4	(75)	(317)	—	2	(390)
Intangible assets	(1,469)	(34,301)	(943)	—	(961)	(37,674)	3,945	—	54	(33,675)
Tax loss carry forwards	1,719	34,301	613	—	957	37,590	(3,584)	—	(56)	33,950
<b>Total</b>	<b>(203)</b>	<b>—</b>	<b>44</b>	<b>—</b>	<b>—</b>	<b>(159)</b>	<b>44</b>	<b>—</b>	<b>—</b>	<b>(115)</b>

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**20) TRADE AND OTHER RECEIVABLES**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Trade and other receivables, net	29,003	49,204
Due from employees	109	108
Security deposits, net	7,575	6,704
Interest accrued on term deposits	597	2,299
<b>Total</b>	<b>37,284</b>	<b>58,315</b>
Non-current	2,176	1,929
Current	35,108	56,386
<b>Total</b>	<b>37,284</b>	<b>58,315</b>

The trade receivables primarily consist of airline, corporate and retail customers.

Security deposits include amounts paid in advance to suppliers of hotel and other services in order to guarantee the provision of those services.

The management does not consider there to be significant concentration of credit risk relating to trade and other receivables.

The Group's exposure to credit and currency risks and impairment losses related to trade and other receivables is disclosed in note 5 and 35.

**21) CASH AND CASH EQUIVALENTS**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Cash in hand	88	128
Funds in transit	22,348	33,123
Bank balances	59,262	74,239
Term deposits	20,006	80,157
<b>Total</b>	<b>101,704</b>	<b>187,647</b>

Funds in transit represents the amount collected from customers through credit cards /net banking which is outstanding as at the year end and credited to Group's bank accounts subsequent to the year end.

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and financial liabilities is disclosed in note 5 and 35.

**22) TERM DEPOSITS**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Term deposits	95,673	202,335
<b>Total</b>	<b>95,673</b>	<b>202,335</b>
Non-current	20,162	165
Current	75,511	202,170
<b>Total</b>	<b>95,673</b>	<b>202,335</b>

As of March 31, 2018, term deposits with banks include USD 90 (March 31, 2017: USD 90) against which mainly letters of credit have been issued to various airlines.

As of March 31, 2018, term deposits include USD 1,710 (March 31, 2017: USD 1,200) pledged with banks against bank guarantees, bank overdraft facility and other facilities.

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**23) OTHER CURRENT ASSETS**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Advance to suppliers	46,029	70,196
Prepaid expenses	3,500	4,578
Prepaid lease rentals	268	313
Receivable from related party	—	17,100
Other assets	435	355
<b>Total</b>	<b>50,232</b>	<b>92,542</b>

Receivable from related party represents entitlement received by the Company on future proceeds from sale of stake in an Indian entity, engaged in the business-to-business online travel industry, from MIH Internet SEA Pte Ltd. pursuant to the acquisition of ibibo Group (refer note 7(a)). This entitlement has been classified as “Available-for-sale Financial Assets” as per IAS 39 “Financial Instruments: Recognition and measurement”. The Group’s exposure to risks and fair value measurement is disclosed in note 5 and 35.

**24) ASSETS HELD FOR SALE**

Assets classified as held for sale includes:

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Property, plant and equipment	302	1,220
<b>Total</b>	<b>302</b>	<b>1,220</b>

Assets held for sale as at March 31, 2017 mainly include leasehold improvements which were sold in April 2017.

In February 2017, the management of the Company had decided to curtail its operations in HT group, and consequently in July 2017, Land and Building relating to HT Group have been classified under assets held for sale as the Company intends to sell these assets in its present condition and search for an active buyer has been initiated.

The fair value of these assets has been categorized under Level 3 of the fair value hierarchy which has been determined based on the consideration agreed with the buyer or independent valuation report obtained by the Company.

**25) OTHER NON-CURRENT ASSETS**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Prepaid lease rentals	2,833	2,336
Indirect tax paid	11,410	11,385
Prepaid expenses	315	886
Receivable from related party	15,100	—
<b>Total</b>	<b>29,658</b>	<b>14,607</b>

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Indirect tax paid represents service tax paid under protest. In the year ended March 31, 2016, investigation was initiated by Directorate General of Central Excise Intelligence (DGCEI) for certain service tax matters in India. On September 1, 2016, the Delhi High Court ordered for refund of the entire amount deposited under protest within 4 weeks from the date of the order. However, DGCEI filed an appeal against the order of the High Court before the Supreme Court of India with an application to stay the grant of refund. The stay on refund was granted and the proceedings in this matter are still under progress. The Company believes that it has a strong case in its favor based on its counsels' opinions and no reserve is required to be set-up as at March 31, 2018.

Receivable from related party represents entitlement received by the Company on future proceeds from sale of stake in an Indian entity, engaged in the business-to-business online travel industry, from MIH Internet SEA Pte Ltd. pursuant to the acquisition of ibibo Group (refer note 7(a) and 23). This entitlement has been classified as "Available-for-sale Financial Assets" as per IAS 39 "Financial Instruments: Recognition and measurement". The Group's exposure to risks and fair value measurement is disclosed in note 5 and 35.

**26) CAPITAL AND RESERVES**

**A. Share Capital and Share Premium**

Particulars	Ordinary Shares*			Class B Shares*		
	Number	Share capital	Share premium	Number	Share capital	Share premium
Balance as at April 1, 2016	41,706,428	21	248,732	—	—	—
Own shares acquired	(144,131)	—	—	—	—	—
Shares issued during the year on exercise of share based awards	873,834	1	18,275	—	—	—
Reissue of own shares on conversion of convertible notes	659,939	—	999	—	—	—
Issue of ordinary shares on conversion of convertible notes	9,197,089	5	148,101	—	—	—
Issued in business combination	413,035	—	12,493	38,971,539	19	1,178,773
<b>Balance as at March 31, 2017</b>	<b>52,706,194</b>	<b>27</b>	<b>428,600</b>	<b>38,971,539</b>	<b>19</b>	<b>1,178,773</b>
Balance as at April 1, 2017	52,706,194	27	428,600	38,971,539	19	1,178,773
Shares issued during the period on exercise of share based awards	1,137,232	1	27,462	—	—	—
Issue of ordinary shares in placement offer, net of issuance costs	5,500,000	3	195,514	3,666,667	2	130,342
<b>Balance as at March 31, 2018</b>	<b>59,343,426</b>	<b>31</b>	<b>651,576</b>	<b>42,638,206</b>	<b>21</b>	<b>1,309,115</b>

\* Par value of USD 0.0005 per share

**i. Ordinary shares**

In October 2016, the Company re-issued 659,939 of its own shares and issued 9,197,089 new ordinary shares upon conversion of convertible notes (refer note 28).

In January 2017, the Company issued 38,971,539 Class B shares and 413,035 ordinary shares as part of the acquisition of Ibibo Group Holdings (Singapore) Pte. Ltd. ('ibibo Group') (refer note 7 (a)).

During the fiscal year ended March 31, 2017, the Company purchased 144,131 of its own shares from the open market at the prevailing market price for USD 2,050, including directly attributable costs.

In May 2017, the Company completed a private placement offering of 5,500,000 of its ordinary shares to various investors (including 916,666 of its ordinary shares to an existing shareholder) at a price of USD 36 per share and 3,666,667 Class B shares to an existing shareholder at a price of USD 36 per share. The offering



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resulted in gross proceeds of USD 330,000 and net proceeds of USD 325,861 to the Company. The Company incurred expenses of USD 4,139 for the issuance of the shares which has been adjusted against the share premium.

The Company presently has ordinary shares and Class B Convertible Ordinary Shares (“Class B Shares”) with par value of \$0.0005 per share. The terms of issue generally provide that the Class B Shares issued to any shareholder will have the same powers and relative participation rights as ordinary shares of the Company and shall vote together with ordinary shares as a single class on all matters on which the Company shareholders are entitled to vote, except as required by applicable law. The Class B Shares will be convertible into an equal number of ordinary shares, which shall be fully paid, non-assessable and free of any preemptive rights, of the Company on demand at the election of the holder, and will be automatically converted into an equal number of ordinary shares upon the transfer of Class B Shares to another party.

Mauritius law mandates that any dividends shall be declared out of the distributable profits, after having set off accumulated losses at the beginning of the accounting period and no distribution may be made unless the Group’s board of directors is satisfied that upon the distribution being made (1) the Company is able to pay its debts as they become due in the normal course of business and (2) the value of the Company’s assets is greater than the sum of (a) the value of its liabilities and (b) Company’s stated capital. Should the Company declare and pay any dividends on ordinary shares, such dividends will be paid in USD to each holder of ordinary shares in proportion to the number of shares held to the total ordinary shares outstanding as on that date.

In the event of liquidation of the Company, all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of Class B shares at par with ordinary shares in proportion to the number of shares held to the total ordinary shares outstanding as on that date.

***B. Nature and purpose of reserves***

**i. Foreign currency translation reserve**

The translation reserve comprises foreign currency differences arising from the translation of the financial statements of the Indian, Singapore, Malaysia, Hong Kong, the Netherlands, Thailand, U.A.E, Israel, Peru, Colombia and China subsidiaries.

**ii. Fair value reserve**

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets until the assets are derecognised or impaired.

**iii. Share-based payment reserve**

Share-based payment reserve comprises the value of equity-settled share based awards provided to employees including key management personnel, as part of their remuneration.

**iv. Reserve for own shares**

The reserve for the Company’s treasury shares comprises the cost of the Company’s shares held by the Group.

***C. Capital management***

Equity share capital and other equity are considered for the purpose of Group’s capital management. The Group’s objective for capital management is to manage its capital so as to safeguard its ability to continue as a going concern and to support the growth of the Group. The capital structure of the Group is based on management’s judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investors, creditors and market confidence. The funding requirements are met through equity and operating cash. The Group is not subject to any externally imposed capital requirements.

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**27) LOSS PER SHARE**

The following is the reconciliation of the loss attributable to ordinary shareholders (including Class B shareholders) and weighted average number of ordinary shares (including Class B shares) used in the computation of basic and diluted loss per share for the year ended March 31, 2016, 2017 and 2018:

Particulars	For the year ended March 31		
	2016	2017	2018
Loss attributable to ordinary shareholders (including Class B shareholders)	(88,518)	(110,168)	(218,412)
Weighted average number of ordinary shares (including Class B shares) outstanding used in computing basic loss per share	41,714,518	52,607,986	100,394,080
Weighted average number of ordinary shares (including Class B shares) outstanding used in computing dilutive loss per share	41,714,518	52,607,986	100,394,080
Loss per share (USD)			
Basic	(2.12)	(2.09)	(2.18)
Diluted	(2.12)	(2.09)	(2.18)

For the year ended March 31, 2018, 4,832,824 (March 31, 2017: 3,319,322, March 31, 2016: 2,547,777) employees share based awards, were excluded from the calculation of diluted weighted average number of ordinary shares as their effect would have been anti-dilutive.

For the year ended March 31, 2018, Nil (March 31, 2017: 5,428,117, March 31, 2016: 1,946,604) ordinary shares issuable on conversion of convertible notes, were excluded from the calculation of diluted weighted average number of ordinary shares as their effect would have been anti-dilutive.

**28) LOANS AND BORROWINGS**

This note provides information about the contractual terms of Group's interest bearing loans and borrowings, which are measured at amortized cost/fair value. For more information about the Group's exposure to interest rate, foreign currency and liquidity risk, refer note 5 and 35.

Particulars	As at March 31	
	2017	2018
<b>Non-current liabilities</b>		
Secured bank loans	523	424
<b>Non-current portion of loans and borrowings</b>	<b>523</b>	<b>424</b>

Particulars	As at March 31	
	2017	2018
<b>Current liabilities</b>		
Current portion of secured bank loans	226	228
<b>Current portion of loans and borrowings</b>	<b>226</b>	<b>228</b>

**Convertible Notes**

In January 2016, the Company issued 4.25% convertible notes of USD 180,000 in two tranches to Ctrip.com International, Ltd., which were redeemable after 5 years at par value. The Company incurred USD 2,730 as transaction costs during the year ended March 31, 2016 on issuance of the convertible notes. The convertible notes could also be converted into ordinary shares of the Company at any time till the maturity of the convertible notes at the option of the holder at the conversion price of USD 21.45 per share. Interest on the convertible notes was payable on semi-annual basis.

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Under the terms of issue, the holder had a right to redeem these convertible notes in whole or in part before the maturity on occurrence of certain events, including but not limited to a change in control, or liquidation of the company. Further, the convertible notes had few adjustment clauses which along with preserving the relative economic interests of the holder also protect the holder from decline in the market value of the Company's securities. The price protection clause may result in the entity issuing variable number of shares on conversion hence, represents a liability. The conversion option was presented together with the related liability as a derivative, and accounted for at fair value.

The liability component was initially recognized at fair value less any directly attributable transaction costs. On initial recognition, the fair value of convertible notes was different from its transaction price, but this fair value measurement was not evidenced by a valuation technique that uses only data from observable markets, accordingly, the carrying amount of the convertible notes on initial recognition was adjusted to defer the difference between the fair value measurement and the transaction price. This deferred difference was subsequently recognized as a gain or loss over the period of maturity of the convertible notes.

Subsequent to initial recognition, the liability component of the convertible notes was being measured at amortized cost using the effective interest method. The conversion option was being subsequently measured at fair value at each reporting date with changes in fair value recognized in profit or loss.

Fair value of liability component and derivative as at inception:

<b>Particulars</b>	
Fair value of liability component at inception	133,321
Fair value of derivative at inception	52,912
Proceeds from issue of convertible notes	(180,000)
<b>Deferred difference</b>	<b>6,233</b>

During the year ended March 31, 2018, the Company recognized an expense of USD Nil (March 31, 2017: USD 5,941) on account of amortization of the deferred difference explained above.

On October 18, 2016, the Company announced an agreement to acquire 100% equity stake in ibibo Group, a leading online travel company in India, from Parent (refer note 7 (a)). Further, Ctrip delivered a notice of adjustment of conversion rate to the Company on October 18, 2016 and pursuant to this, the Company issued 9,857,028 ordinary shares (including 1,465,420 additional shares) to Ctrip in accordance with the terms of the convertible notes agreement.

In October, 2016, the Company re-issued 659,939 of its own shares and issued 9,197,089 new ordinary shares upon conversion of convertible notes.

The carrying amount of the liability component is summarized below:

<b>Particulars</b>	
<b>Carrying amount of liability at the beginning of the year</b>	<b>134,770</b>
Accretion of interest	8,210
Payment of interest	(3,749)
Conversion of notes during the year	(139,231)
<b>Carrying amount of liability as at March 31, 2017</b>	<b>—</b>

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The carrying amount of derivative is summarized below:

<b>Particulars</b>	
<b>Carrying amount of derivative at the beginning of the year</b>	61,929
Net gain on change in fair value of derivative	(42,427)
Conversion of notes during the year	(19,502)
<b>Carrying amount of derivative as at March 31, 2017</b>	<b>—</b>

***Terms and debt repayment schedule of bank loans:***

Terms and conditions of outstanding loans are as follows:

<b>Particulars</b>	<b>Currency</b>	<b>Interest rate</b>	<b>Year of maturity</b>	<b>As at March 31, 2017</b>		<b>As at March 31, 2018</b>	
				<b>Original value</b>	<b>Carrying amount</b>	<b>Original value</b>	<b>Carrying amount</b>
Secured bank loans	INR	8% - 13%	2017 - 2024	1,080	749	1,079	652

The bank loans are secured over motor vehicles with a carrying amount of USD 584 as at March 31, 2018 (March 31, 2017: USD 689).

**Credit facility**

The group has fund based limits with various banks amounting to USD 5,389 as at March 31, 2018 (March 31, 2017: USD 5,401). The group has drawn down from its outstanding limit amounting to USD Nil as at March 31, 2018 (March 31, 2017: USD Nil) (refer note 21).

**29) OTHER CURRENT LIABILITIES**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Statutory liabilities	4,037	11,442
Deferred rent liabilities	13	14
Employee related payables	5,514	5,596
Other liabilities	4	—
<b>Total</b>	<b>9,568</b>	<b>17,052</b>

**30) OTHER NON-CURRENT LIABILITIES**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Deferred rent liabilities	1,027	1,617
Employee related payables	—	584
<b>Total</b>	<b>1,027</b>	<b>2,201</b>

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**31) DEFERRED REVENUE**

Particulars	As at March 31	
	2017	2018
Global Distribution System providers	1,809	91
Loyalty programme	1,032	937
Others	469	325
<b>Total</b>	<b>3,310</b>	<b>1,353</b>
Non-current	265	91
Current	3,045	1,262
<b>Total</b>	<b>3,310</b>	<b>1,353</b>

The Group requires the services of a Global Distribution System (“GDS”) provider for facilitating the booking of airline tickets on its websites or other distribution channels. There are various GDS companies like Abacus, Amadeus, Galileo, etc. These companies usually pay upfront fee to travel agents for using their system as they get paid by airlines on the basis of airline tickets booked through their GDS, which is recognized as revenue on the proportion of actual airline tickets sold over the total estimated airline tickets to be sold or is recognized on a straight line basis in case of upfront fee to promote hotel and packages, over the term of the agreement and the balance amount is recognized as deferred revenue.

The Company provides various loyalty programs under which participating customers earn loyalty points or qualifying spends under loyalty programs on current transactions that can be redeemed for future qualifying transactions. Revenue is allocated between the loyalty programme and the other components of the sale. The amount allocated to the loyalty programme is deferred, and is recognized as revenue when the Group fulfills its obligations to supply the discounted products/services under the terms of the programme or when it is no longer probable that the points under the programme will be redeemed.

Further, when loyalty programs are used as part of the Group’s customer inducement/ acquisition programs, the related cost for providing discounted products/services is recognized as marketing and sales promotion expense, accordingly, the amounts allocated to such loyalty programme are classified as marketing and sales promotion expense payable included under accrued expenses in note 34.

**32) EMPLOYEE BENEFITS**

Particulars	As at March 31	
	2017	2018
Net defined benefit asset	229	—
<b>Total employee benefit asset</b>	<b>229</b>	<b>—</b>
Net defined benefit liability	1,594	2,458
Other long term employee benefit (liability for compensated absences)	1,352	1,263
<b>Total employee benefit liabilities</b>	<b>2,946</b>	<b>3,721</b>

Particulars	As at March 31	
	2017	2018
Present Value of unfunded obligation	1,594	2,458
<b>Total</b>	<b>1,594</b>	<b>2,458</b>

**Defined Benefit Plan**

The Group’s gratuity schemes for the employees of its Indian subsidiaries (MakeMyTrip (India) Private Limited and Ibibo Group Private Limited) are defined benefit plans. The plan in Ibibo Group Private Limited (‘GI India’) is funded and plan in MakeMyTrip (India) Private Limited (‘MMT India’) is unfunded. Gratuity is paid as a lump sum amount to employees at retirement or termination of employment at an amount based on the respective employee’s eligible salaries and the years of employment with the Group.

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**A. Movement in the net defined benefit (asset) liability**

The following table shows a reconciliation from the opening balances to the closing balances for the net defined (asset) liability and its components.

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit liability	
	2017	2018	2017	2018	2017	2018
Balance as at April 1	1,085	2,236	—	(871)	1,085	1,365
Acquired through business combination	583	—	(806)	—	(223)	—
<b>Included in profit or loss</b>						
Current service cost	284	546	—	—	284	546
Past service cost	—	236	—	—	—	236
Interest cost (income)	85	131	(6)	(45)	79	86
	<b>369</b>	<b>913</b>	<b>(6)</b>	<b>(45)</b>	<b>363</b>	<b>868</b>
<b>Included in other comprehensive income</b>						
Remeasurement loss (gain) :						
-Actuarial loss (gain) arising from :						
-demographic assumptions	(12)	—	—	—	(12)	—
-financial assumptions	16	(14)	—	—	16	(14)
-experience adjustment	284	458	—	—	284	458
-Return on plan assets excluding interest income	—	—	(22)	(22)	(22)	(22)
	<b>288</b>	<b>444</b>	<b>(22)</b>	<b>(22)</b>	<b>266</b>	<b>422</b>
Effects of movement in exchange rates	68	(13)	(38)	1	30	(12)
<b>Other</b>						
Benefits paid	(157)	(586)	1	401	(156)	(185)
<b>Balance as at March 31</b>	<b>2,236</b>	<b>2,994</b>	<b>(871)</b>	<b>(536)</b>	<b>1,365</b>	<b>2,458</b>

Represented by:	As at March 31	
	2017	2018
Net defined benefit liability (MMT India)	1,594	2,004
Net defined benefit (asset)/liability (GI India)	(229)	454

**B. Plan assets**

Plan assets comprise the following:

Particulars	As at March 31	
	2017	2018
Funds managed by the insurer	100%	100%

**C. Actuarial assumptions**

Principal actuarial assumptions are given below:

Particulars	As at March 31	
	2017	2018
Discount rate (per annum)	6.70%	7.10%
Future salary growth (per annum)	10.00%-11.00%	11.00%
Withdrawal rate	25.00%	25.00%
Retirement age (years)	58-60	58-60

Assumptions regarding future mortality rates are based on Indian Assured Lives Mortality (2006-08) (modified) Ultimate as published by Insurance Regulatory and Development Authority (IRDA).

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The actuarial valuation is carried out half yearly by an independent actuary. The discount rate used for determining the present value of obligation under the defined benefit plan is determined by reference to market yields at the end of the reporting period on Indian Government Bonds. The currency and the term of the government bonds is consistent with the currency and term of the defined benefit obligation.

The future salary growth rate takes into account inflation, seniority, promotion and other relevant factors on long-term basis.

**D. Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	For the year ended March 31, 2017		For the year ended March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(88)	95	(119)	129
Future salary growth (1% movement)	80	(77)	110	(106)
Withdrawal rates (10% movement)	(200)	302	(323)	511

**33) SHARE BASED PAYMENT**

**Description of the share based payment arrangements**

*Share Option Programs (Equity-Settled)*

**a) MakeMyTrip.com Equity Option Plan (MMT ESOP Plan)**

In 2000, the Group approved a share option programme in Mauritius, named the MakeMyTrip.com Equity Option Plan (“MMT ESOP Plan”). In June 2009, this plan was expanded in order to issue share options to employees of subsidiaries and directors of the Group. The Group replaced certain share options to acquire shares in its Indian subsidiary held by employees at its subsidiaries with options granted under the MMT ESOP Plan. Total options granted under this plan were 2,703,810 during the year ended March 31, 2010. No options were granted during the year ended March 31, 2016, 2017 and 2018.

The number and weighted average exercise price of share options under MMT ESOP plan are as follows:

Particulars	Weighted Average Exercise Price per share (USD)	Number of Options	Weighted Average Exercise Price per share (USD)	Number of Options	Weighted Average Exercise Price per share (USD)	Number of Options
	For the Year Ended March 31					
	2016	2016	2017	2017	2018	2018
Outstanding at beginning of the year	1.47	382,439	1.45	379,939	1.14	333,121
Granted during the year	—	—	—	—	—	—
Forfeited and expired during the year	—	—	—	—	—	—
Exercised during the year	5.39	(2,500)	3.64	(46,818)	0.63	(71,711)
Outstanding at the end of the year	1.45	379,939	1.14	333,121	1.28	261,410
Exercisable at the end of the year	1.45	379,939	1.14	333,121	1.28	261,410

The options outstanding at March 31, 2018 have an exercise price per share in the range of USD 0.742 to USD 1.9765 (March 31, 2017: USD 0.4875 to USD 1.9765 and March 31, 2016: USD 0.4875 to USD 5.057) and a weighted average contractual life of 3 years and 3 months (March 31, 2017: 3 months and March 31, 2016: 1 years and 3 months).

During the year ended March 31, 2018, share based payment expense for these options recognized under personnel expenses (refer note 12) amounted to Nil (March 31, 2017: Nil and March 31, 2016: Nil).

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**b) Share Incentive Plan**

In 2010, the Group approved a share incentive plan in Mauritius, named the MakeMyTrip 2010 Share Incentive Plan (“Share Incentive Plan”). During the year ended March 31, 2016, 2017 and 2018, the Group granted restricted share units, or RSUs, under the plan to eligible employees and non-employees. Each RSU represents the right to receive one common share.

**Terms and Conditions of the Share Incentive Plan**

The terms and conditions relating to the grants under Share Incentive Plan are given below:

Grant details	Number of instruments	Vesting conditions	Contractual life of RSUs
RSUs granted during the year ended March 31, 2016	947,516	Refer notes	4 – 8 years
RSUs granted during the year ended March 31, 2017	4,481,294	Refer notes	4 – 10 years
RSUs granted during the year ended March 31, 2018	690,757	Refer notes	4 – 8 years

Notes:

1. Of the RSU granted during the year ended March 31, 2018:

- 690,757 (March 31, 2017: 3,348,389 and March 31, 2016: 936,658) RSUs have graded vesting over 4 years: 10% on the expiry of 12 months from the grant date, 20% on the expiry of 24 months from the grant date, 30% on the expiry of 36 months from the grant date, 40% on the expiry of 48 months from the grant date.
- Nil (March 31, 2017: 3,000 and March 31, 2016: 2,458) RSUs were fully vested on the grant date.
- These RSUs can be exercised within a period of 48 months from the date of vesting.

2. 8,400 RSUs granted in the year ended March 31, 2016 have graded vesting over 2 years: 3,600 on the expiry of 12 months from the grant date, 4,800 on the expiry of 24 months from the grant date and exercisable within a period of 6 months from the date of vesting.

3. In connection with the acquisition of ibibo Group, the Group exchanged share-based payment awards held by the employees of the ibibo Group for 1,129,905 RSUs. (Refer note 7(a)). These RSUs can be exercised with in a period of 10 years from the grant date i.e. January 31, 2017.

**The number and weighted average exercise price of RSUs under the share incentive plan are as follows:**

Particulars	Weighted Average Exercise Price per share (USD)	Number of Awards	Weighted Average Exercise Price per share (USD)	Number of Awards	Weighted Average Exercise Price per share (USD)	Number of Awards
	2016	2016	2017	2017	2018	2018
Outstanding at beginning of the year	0.0005	2,330,743	0.0005	2,867,713	0.0005	6,367,186
Granted during the year	0.0005	947,516	0.0005	4,481,294	0.0005	690,757
Forfeited and expired during the year	0.0005	(177,775)	0.0005	(154,805)	0.0005	(559,023)
Exercised during the year	0.0005	(232,771)	0.0005	(827,016)	0.0005	(1,065,521)
Outstanding at the end of the year	0.0005	2,867,713	0.0005	6,367,186	0.0005	5,433,399
Exercisable at the end of the year	0.0005	1,138,321	0.0005	1,325,558	0.0005	1,313,158

The grant date fair value of RSUs granted during the year is in the range of USD 28.75 to USD 33.55 (March 31, 2017: USD 14.86 to USD 32.70 and March 31, 2016: USD 13.75 to USD 21.96).

The RSUs outstanding at March 31, 2018 have an exercise price per share of USD 0.0005 (March 31, 2017: USD 0.0005 and March 31, 2016: USD 0.0005) and a weighted average contractual life of 5.2 years (March 31, 2017: 6.2 years and March 31, 2016: 4.5 years).



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During the year ended March 31, 2018, share based payment expense recognized under personnel expenses (refer note 12) amounted to USD 44,730 (March 31, 2017: USD 26,620 and March 31, 2016: USD 13,685) and, under legal and professional expenses (refer note 13) amounted to USD 144 (March 31, 2017 : Nil and March 31, 2016 : Nil) for the RSUs granted under the share incentive plan.

**c) Bona Vita Employees Stock Option Plan 2016**

In 2016, one of the Group's subsidiary approved a share incentive plan in India, named the Bona Vita Employees Stock Option Plan 2016 ("Bona Vita ESOP Plan"). During the year ended March 31, 2018, the subsidiary granted 11,789 employees stock options (March 31 2017: 25,032) , or ESOP, under the plan to eligible employees. Each ESOP represents the right to receive one common share of the subsidiary.

ESOPs have graded vesting over 4 years from the grant date with first vesting date after one year from the grant date. The contractual life of the ESOPs granted under this plan is 10 years from the vesting date.

**The number and weighted average exercise price of Employee stock options under the Bona Vita ESOP Plan are as follows:**

Particulars	Weighted Average Exercise Price per share (USD)	Number of Awards	Weighted Average Exercise Price per share (USD)	Number of Awards
	For the Year Ended March 31			
	2017	2017	2018	2018
Outstanding at beginning of the year	—	—	0.0154	21,711
Granted during the year	0.0154	25,032	0.0154	11,789
Forfeited and expired during the year	0.0154	(3,321)	0.0154	(11,545)
Exercised during the year	0.0154	—	—	—
Outstanding at the end of the year	0.0154	21,711	0.0154	21,955
Exercisable at the end of the year	—	—	0.0154	11,370

**Inputs for Measurement of Grant Date Fair Values of Bona Vita ESOP Plan**

Fair value of ESOP and assumptions	For the Year Ended March 31	
	2017	2018
Share price at grant date (USD)	14.68	14.64 - 29.19
Fair value at grant date (USD)	14.68	14.64 - 29.19
Exercise price (USD)	0.0154	0.0154
Expected volatility	41.67% -43.56%	41.67% - 43.56%
Expected term	10 years	10 years
Expected dividends	—	—
Risk-free interest rate	7.55% - 7.72%	7.55% - 7.72%

The ESOPs outstanding at March 31, 2018 have an exercise price per share of USD 0.0154 (March 31, 2017: USD 0.0154) and a weighted average contractual life of 10.4 years (March 31, 2017: 11.1 years).

During the year ended March 31, 2018, share based payment expense recognized (reversed) under personnel expenses (refer note 12) amounted to USD (14) (March 31, 2017: USD 175) for the ESOPs granted under the Bona Vita ESOP plan.

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**34) TRADE AND OTHER PAYABLES**

Particulars	As at March 31	
	2017	2018
Other trade payables	36,669	74,814
Accrued expenses	42,077	43,012
Advance from customers	42,453	63,604
Advance from vendor	364	—
<b>Total</b>	<b>121,563</b>	<b>181,430</b>

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 5 and 35

**35) FINANCIAL INSTRUMENTS**

***Credit Risk***

***Exposure to Credit Risk***

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	As at March 31	
	2017	2018
Trade and other receivables	37,284	58,315
Other assets*	15,535	17,100
Term deposits	95,673	202,335
Cash and cash equivalents (except cash in hand)	101,616	187,519
<b>Total</b>	<b>250,108</b>	<b>465,269</b>

\*Other assets mainly includes receivable from related party of USD 17,100 (March 31, 2017: USD 15,100) (refer note 23 and 25). The Group does not expect the related party to fail in meeting its obligations. The maximum exposure to credit risk is represented by the carrying amount of this financial asset.

The maximum exposure to credit risk for trade and other receivables at the reporting date by geographic region was:

Particulars	As at March 31	
	2017	2018
India	27,692	46,006
Thailand	3,994	5,475
Malaysia	803	609
Singapore	2,001	1,692
Netherlands	65	11
Others	2,729	4,522
<b>Total</b>	<b>37,284</b>	<b>58,315</b>

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The maximum exposure to credit risk for trade and other receivables and term deposits at the reporting date by type of counterparty was:

Particulars	As at March 31	
	2017	2018
Airlines	13,556	26,365
Retail customers	7,047	4,092
Corporate customers	6,983	18,231
Deposit with hotels and others	7,576	6,704
Term deposits with bank	95,673	202,335
Others	2,122	2,923
<b>Total</b>	<b>132,957</b>	<b>260,650</b>

*Impairment Losses*

The age of trade and other receivables and term deposits at the reporting date was:

Particulars	As at March 31			
	2017		2018	
	Gross	Impairment	Gross	Impairment
Not past due	124,596	—	245,249	—
Past due 0-30 days	4,287	—	5,161	—
Past due 30-120 days	2,919	—	5,968	—
More than 120 days	3,699	2,544	5,851	1,579
<b>Total</b>	<b>135,501</b>	<b>2,544</b>	<b>262,229</b>	<b>1,579</b>

The movement in the allowance for doubtful debts in respect of trade and other receivables during the year was as follows:

Particulars	For the year ended March 31	
	2017	2018
Balance at the beginning of the year	1,515	2,544
Acquisition through business combination	182	—
Allowance for doubtful debts	973	150
Amounts written off against the allowance	(145)	(1,102)
Effects of movement in exchange rate	19	(13)
Balance at the end of the year	2,544	1,579

Allowance for doubtful debts mainly represents amounts due from airlines, and retail customers. Based on historical experience, the Group believes that no impairment allowance is necessary, apart from above, in respect of trade receivables.

*Liquidity risk*

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

**As at March 31, 2017**

Non-derivative financial liabilities	Carrying amount	Contractual cash flows*	6 months or less	6 - 12 months	1 - 2 years	2 - 5 years	More than 5 years
Secured bank loans	749	(890)	(146)	(142)	(262)	(337)	(3)
Trade and other payables	78,746	(78,746)	(78,746)	—	—	—	—
Other liabilities	5,518	(5,518)	(5,518)	—	—	—	—
<b>Total</b>	<b>85,013</b>	<b>(85,154)</b>	<b>(84,410)</b>	<b>(142)</b>	<b>(262)</b>	<b>(337)</b>	<b>(3)</b>

Notes: \* Represents undiscounted cash flows of interest and principal

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**As at March 31, 2018**

<b>Non-derivative financial liabilities</b>	<b>Carrying amount</b>	<b>Contractual cash flows*</b>	<b>6 months or less</b>	<b>6 - 12 months</b>	<b>1 - 2 years</b>	<b>2 - 5 years</b>	<b>More than 5 years</b>
Secured bank loans	652	(756)	(143)	(136)	(214)	(254)	(9)
Trade and other payables	117,826	(117,826)	(117,826)	—	—	—	—
Other liabilities	6,180	(6,300)	(5,116)	(585)	(599)	—	—
<b>Total</b>	<b>124,658</b>	<b>(124,882)</b>	<b>(123,085)</b>	<b>(721)</b>	<b>(813)</b>	<b>(254)</b>	<b>(9)</b>

Notes: \* Represents undiscounted cash flows of interest and principal

***Currency Risk***

***Exposure to Currency Risk***

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchase of services are denominated and the respective functional currencies of Group companies. The functional currencies of Group companies are primarily the INR and USD. The currencies in which these transactions are primarily denominated are INR, US dollars, and Euro.

The Group's exposure to foreign currency risk was based on the following amounts as at the reporting dates (in equivalent USD):

**Between USD and INR**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Trade and other receivables	7,806	11,163
Trade and other payables	(65,427)	(99,176)
Cash and cash equivalents	83	1,279
<b>Net exposure</b>	<b>(57,538)</b>	<b>(86,734)</b>

**Between EUR and USD**

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Trade and other receivables	416	—
Trade and other payables	(737)	(485)
Cash and cash equivalents	16	19
<b>Net exposure</b>	<b>(305)</b>	<b>(466)</b>

The following significant exchange rates applied during the year:

<b>USD</b>	<b>Average exchange rate per unit</b>		<b>Reporting date rate per unit</b>	
			<b>As at March 31</b>	
	<b>2016-17</b>	<b>2017-18</b>	<b>2017</b>	<b>2018</b>
INR 1	0.0149	0.0155	0.0154	0.0154
EUR 1	1.0975	1.1705	1.0682	1.2324

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***Sensitivity Analysis***

Any change in the exchange rate of USD against currencies other than INR and EUR is not expected to have significant impact on the Group's profit or loss. Accordingly, a 10% appreciation of the USD as indicated below, against the INR would have increased loss by the amounts shown below and a 10% appreciation of the EUR as indicated below, against the USD would have increased loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables remain constant.

<b>Particulars</b>	<b>For the year ended March 31</b>	
	<b>2017</b>	<b>2018</b>
10% strengthening of USD against INR	(5,480)	(8,260)
10% strengthening of EUR against USD	(29)	(44)

A 10% depreciation of the USD against INR, and 10% depreciation of EUR against USD would have had the equal but opposite effect on the above currency to the amounts shown above, on the basis that all other variables remain constant.

***Interest Rate Risk***

***Profile***

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was as follows:

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
<b>Fixed rate instruments</b>		
<i>Financial assets</i>		
Term deposits	95,673	202,335
Term deposits included in Cash and cash equivalents*	20,006	80,157
<i>Financial liabilities</i>		
Secured bank loans	(749)	(652)
	<b>114,930</b>	<b>281,840</b>

\* Total cash and cash equivalents: USD 187,647 (March 31, 2017 : USD 101,704)

***Fair Value Sensitivity Analysis for Fixed Rate Instruments***

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

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**Fair Value**

*Fair Values versus Carrying Amounts*

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

Particulars	As at March 31, 2017		As at March 31, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Assets carried at fair value (Available for sale)</b>				
Other investments	5,791	5,791	6,071	6,071
Receivable from related party	15,100	15,100	17,100	17,100
	<b>20,891</b>	<b>20,891</b>	<b>23,171</b>	<b>23,171</b>
<b>Assets carried at amortised cost</b>				
<b>(Loans and receivables)</b>				
Trade and other receivables	37,284	37,284	58,315	58,315
Term deposits	95,673	95,673	202,335	202,335
Cash and cash equivalents	101,704	101,704	187,647	187,647
Other assets	435	435	—	—
<b>(Held-to-maturity)</b>				
Other investments	—	—	99	99
	<b>235,096</b>	<b>235,096</b>	<b>448,396</b>	<b>448,396</b>
<b>Liabilities carried at amortized cost</b>				
<b>(Other financial liabilities)</b>				
Secured bank loans	749	749	652	652
Trade and other payables	78,746	78,746	117,826	117,826
Employee related payables	5,514	5,514	6,180	6,180
Other liabilities	4	4	—	—
	<b>85,013</b>	<b>85,013</b>	<b>124,658</b>	<b>124,658</b>

The fair value measurements of financial assets and liabilities reported above have been categorized as Level 3 fair values based on the inputs to the valuation techniques used.

**Fair value hierarchy**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	As at March 31, 2018			Total
	Level 1	Level 2	Level 3	
Other investments	—	—	6,071	6,071
Receivable from related party	—	—	17,100	17,100
<b>Total Assets</b>	<b>—</b>	<b>—</b>	<b>23,171</b>	<b>23,171</b>

Particulars	As at March 31, 2017			Total
	Level 1	Level 2	Level 3	
Other investments	—	—	5,791	5,791
Receivable from related party	—	—	15,100	15,100
<b>Total Assets</b>	<b>—</b>	<b>—</b>	<b>20,891</b>	<b>20,891</b>

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The following tables shows a reconciliation from the beginning balances to the ending balances for fair value measurement in Level 3 of the fair value hierarchy:

<b>Particulars</b>	<b>As at March 31, 2018</b>	
	<b>Other investments</b>	<b>Receivable from related party</b>
Opening balances	5,791	15,100
Total gains and losses recognized in:		
—other comprehensive income	280	2,000
<b>Closing balances</b>	<b>6,071</b>	<b>17,100</b>

<b>Particulars</b>	<b>As at March 31, 2017</b>		
	<b>Other investments</b>	<b>Separable embedded derivative</b>	<b>Receivable from related party</b>
Opening balances	6,690	61,929	—
Acquired through business combination	—	—	15,010
Total gains and losses recognized in:			
—(profit) or loss	—	(42,427)	—
—other comprehensive income (loss)	(899)	—	90
Conversion of notes into ordinary shares during the year (refer note 28)	—	(19,502)	—
<b>Closing balances</b>	<b>5,791</b>	<b>—</b>	<b>15,100</b>

The basis for determining fair values is disclosed in note 4.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

**Valuation Techniques and significant unobservable inputs**

The following tables show the valuation techniques used in measuring Level 3 fair values as at March 31, 2018 and March 31, 2017, as well as the significant unobservable inputs used.

Financial Instruments measured at fair value:

<b>Type</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter- relationship between significant unobservable inputs and fair value measurement</b>
<b>Other investments</b>	Discounted cash flows: The valuation model considers the present value of expected free cash flows, discounted using a risk adjusted discount rate.	Forecast annual revenue growth rate : 15% - 137% (March 31, 2017: 22% - 183%) Forecast EBITDA margin: (31%) - 17% (March 31, 2017: (18%) - 39%) Risk adjusted discount rate: 17.0% (March 31, 2017: 19.0%)	The estimated fair value would increase (decrease) if : - the annual revenue growth rate were higher (lower) - the EBITDA margin were higher (lower) - the risk adjusted discount rate were lower (higher)
<b>Receivable from related party</b>	Binomial Lattice Model and Discounted Cash Flow method: The valuation model considers the discount rate, expected term, volatility, and equity value.	Risk free rate: 2.5% (March 31, 2017: 1.9%) Volatility : 35.60% (March 31, 2017: 41.40%) Equity value: USD 72,720 (March 31, 2017: USD 71,500)	The estimated fair value would increase (decrease) if : • the volatility were lower (higher) • the equity value were higher (lower)

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS– (Continued)**  
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Financial Instruments not measured at fair value:

Type	Valuation technique	Significant unobservable inputs
Other financial assets and liabilities*	Discounted cash flows	Not applicable

Notes: \* other financial liabilities include secured bank loans, trade and other payables and other liabilities. Other financial assets include trade and other receivables, term deposits, cash and cash equivalents and other assets.

### Sensitivity Analysis

#### Other investments

For the fair values of other investments, reasonably possible changes of 100 basis points at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects:

	For the year ended March 31, 2018	
	Other Comprehensive Income	
	Increase	Decrease
Annual revenue growth rate	364	(356)
EBITDA Margin	144	(144)
Risk adjusted discount rate	(624)	738

	For the year ended March 31, 2017	
	Other Comprehensive Income	
	Increase	Decrease
Annual revenue growth rate	195	(191)
EBITDA Margin	80	(80)
Risk adjusted discount rate	(370)	426

#### Receivable from related party

For the fair values of receivables from related party, reasonably possible changes of 500 basis points at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects:

	For the year ended March 31, 2018	
	Other Comprehensive Income	
	Increase	Decrease
Volatility	(100)	100
Equity value	700	(700)

	For the year ended March 31, 2017	
	Other Comprehensive Income	
	Increase	Decrease
Volatility	(200)	200
Equity value	400	(400)

Expected risk free rate is also a significant unobservable input in valuing the receivable from related party. The Company has considered reasonably possible changes of 50 basis points at the reporting date in risk free rate for the valuation of the receivable from related party however, it has no impact on the fair value of receivable from related party.



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**36) OPERATING LEASES**

**Leases as lessee**

Non-cancellable operating lease rentals are payable as follows:

<b>Particulars</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Less than one year	4,825	5,072
Between one and five years	16,766	17,015
More than five years	23,251	19,781
<b>Total</b>	<b>44,842</b>	<b>41,868</b>

The Group leases a number of offices under operating leases. The lease period ranges for a period of three to twelve years. Lease payments are increased after a specified period under such arrangements.

During the year ended March 31, 2018, USD 7,701 was recognized as rent expense under other operating expenses in profit or loss in respect of operating leases (March 31, 2017: USD 3,831, March 31, 2016: USD 2,949).

**37) CAPITAL COMMITMENTS**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) aggregate USD 48 as at March 31, 2018 (March 31, 2017: USD 1,848).

**38) RELATED PARTIES**

For the purpose of the consolidated financial statements, parties are considered to be related to the Group, if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

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**Related parties and nature of related party relationships:**

<b>Nature of relationship</b>	<b>Name of related parties</b>
Key management personnel	Deep Kalra
Key management personnel	Rajesh Magow
Key management personnel	Mohit Kabra
Key management personnel	Vivek N. Gour
Key management personnel	Aditya Tim Guleri (from April 1, 2016)
Key management personnel	James Jianzhang Liang# (from January 27, 2016)
Key management personnel	Oliver Minho Rippel* (from January 31, 2017)
Key management personnel	Patrick Luke Kolek* (from January 31, 2017)
Key management personnel	Charles St Leger Searle* (from January 31, 2017)
Key management personnel	Yuvraj (Raj) Thacoor* (from January 31, 2017 to April 30, 2018)
Key management personnel	Ashish Kashyap (from January 31, 2017 to September 30, 2017)
Key management personnel	Mohit Gupta (till May 31, 2017)
Key management personnel	Saujanya Shrivastava (from June 1, 2015 till May 31, 2017)
Key management personnel	Yuvaraj Srivastava (from June 1, 2015 till May 31, 2017)
Key management personnel	Sanjay Mohan (from June 1, 2015 till May 31, 2017)
Key management personnel	Ranjeet Oak (from June 1, 2015 till May 31, 2017)
Key management personnel	Anshuman Bapna (from July 1, 2015 till May 31, 2017)
Key management personnel	Frederic Lalonde (till January 31, 2017)
Key management personnel	Philip Wolf (till January 31, 2017)
Key management personnel	Ranodeb Roy (till January 31, 2017)
Key management personnel	Keyur Joshi (till April 30, 2015)
Key management personnel	Sharat Singh (from June 1, 2015 till October 9, 2015)
Entity providing Key management personnel services	SGG Corporate Services (Mauritius) Limited (formerly known as CIM Corporate Services Limited)
Entities having significant influence over the Company and its subsidiaries	Naspers Limited and its subsidiaries (from January 31, 2017)
Equity — accounted investee	My Guest House Accommodations Private Limited
Equity—accounted investee	Simplotel Technologies Private Limited
Equity—accounted investee	Saaranya Hospitality Technologies Private Limited (from January 31, 2017)
Equity-accounted investee and its subsidiaries	HolidayIQ Pte. Ltd and its subsidiaries

Note: #nominee of Ctrip and \* nominees of MIH Internet SEA Pte. Ltd. (subsidiary of Naspers Limited)

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**(A) Transactions with Key Management Personnel:**

*Key Management Personnel Compensation\*\**

Key management personnel compensation comprised:

Particulars	For the year ended March 31		
	2016	2017	2018
Short-term employee benefits	2,373	3,142	4,976
Contribution to defined contribution plan	77	108	94
Share based payment	7,688	14,892	27,714
Legal and professional	112	150	86
<b>Total</b>	<b>10,250</b>	<b>18,292</b>	<b>32,870</b>

Note: \*\*Provision for gratuity and compensated absences has not been considered, since the provisions are based on actuarial valuations for the Group's entities as a whole.

During the year ended March 31, 2018, USD 2,179 was accrued as severance cost to be paid to Ashish Kashyap over the period of two years in equal monthly installments as per the separation agreement entered with him. As at March 31, 2018, USD 1,656 is outstanding against amount payable towards severance cost.

**(B) Transactions with Entity providing Key Management Personnel Services:**

Transactions	For the year ended March 31		
	2016	2017	2018
Key management personnel services	2	3	2
Consultancy services	14	23	22

Balance Outstanding	As at March 31	
	2017	2018
Trade and other payables	3	—

**(C) Transactions with entity having significant influence over the company and its subsidiaries:**

a) Pursuant to the acquisition of Ibibo Group, the Company received an entitlement on future proceeds from sale of stake in an Indian entity, engaged in the business-to-business online travel industry, from MIH Internet SEA Pte. Ltd. (MIH) (subsidiary of Naspers Limited). As of March 31, 2018, other current assets include USD 17,100 (March 31, 2017: other non-current assets includes USD 15,100), which represents the fair value of the above entitlement (refer note 7 (a), 23 and 25).

As per the terms of the acquisition agreement, as a key condition to the completion of the transaction, MIH contributed its pro rata share of consolidated net working capital of approximately USD 82,826 in cash to MMYT at the closing (which was subject to adjustments after completion). In May 2017, MIH agreed to the working capital adjustment and total pro rate share contributed by MIH was USD 83,260. The difference of USD 434 was receivable and was included under other current assets as at March 31, 2017 (refer note 7 (a) and 23). During the year ended March 31, 2018, the amount has been received by the Company.

b) Placement of Class B Shares to MIH Internet SEA Pte Ltd: On May 5, 2017, MIH Internet SEA Pte Ltd. purchased 3,666,667 Class B Shares from the Company at a price of \$36.00 per Class B share, for an aggregate consideration of USD 132,000 (refer note: 26).

c) During the year ended March 31, 2017, Naspers Limited had issued letters of support of USD 8,487 to a bank for the issuance of bank guarantees (amount outstanding in respect of bank guarantee as at March 31, 2017: USD 6,258) in favor of certain suppliers of ibibo Group Private Limited, a subsidiary of MakeMyTrip Limited, in respect of amounts due and payable by ibibo Group Private Limited. During the year ended March 31, 2018, these have been annulled and no amount in respect of these letters of support is outstanding as at March 31, 2018.

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*d) Other transactions with subsidiaries of the entity having significant influence over the company:*

The Company collects payment from end customers through subsidiaries of Nasper Limited which are online payment service providers. In this arrangement, payment of USD 1,252,022 (March 31, 2017: USD 140,069, March 31, 2016: Nil) is collected these entities on behalf of the Company and such amounts are remitted to the Company within a predefined time period. Further, service fee of USD 14,940 (March 31, 2017: USD 1,746, March 31, 2016: Nil) is charged by these entities for rendering these services to the Company, which is recognized under payment gateway charges (refer note 13).

The Company procured air tickets of USD 21,567 (March 31, 2017: USD 3,227, March 31, 2016: Nil) as an agent from one of the subsidiary of Naspers Limited, which operates as a travel product aggregator. The Company earned USD 221, (March 31, 2017: USD 32 March 31, 2016: Nil) from this entity as commission in the current year on procurement of such tickets. Further, the Company also sold hotel room nights of USD 2,731 (March 31, 2017: USD 692, March 31, 2016: Nil) to this entity and paid commission expense of USD 70 (March 31, 2017: USD 37, March 31, 2016: Nil).

The Company reimbursed expenses of USD 1 (March 31, 2017: USD 40, March 31, 2016: Nil) against various expenses incurred on behalf of the Company by the subsidiaries of Naspers Limited.

<b>Balance Outstanding</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Trade and other receivables	3,156	4,879

*Transactions with equity-accounted investee and its subsidiaries:*

**a) My Guest House Accommodations Private Limited ('MGH')**

MGH has granted perpetual, transferable and irrevocable access of its technology platform license to the Company. The Company has classified the license of USD 886 as capital work in progress under intangible assets with a corresponding income in the statement of profit or loss and comprehensive income (loss) under "Other Income". The license was valued using the replacement cost method.

**b) Simplotel Technologies Private Limited**

In June 2015, the Company invested USD 469 for new shares of Simplotel Technologies Private Limited. Further, the Company invested USD 197 for new shares of Simplotel Technologies Private Limited in November 2015.

In December 2016, the Company paid cash consideration of USD 590 for subscription of new compulsory convertible preference shares of Simplotel Technologies Private Limited.

**c) Saaranya Hospitality Technologies Private Limited ('Saaranya')**

In March 2017, the Company paid cash consideration of USD 500 for subscription of new shares issued by Saaranya which has increased its equity interest to 38.6% (Refer note 7(a)).

**d) HolidayIQ Pte. Ltd and its subsidiaries**

<b>Transactions</b>	<b>For the year ended March 31</b>		
	<b>2016</b>	<b>2017</b>	<b>2018</b>
Revenue from air ticketing	2	27	36
Services received	72	34	75

<b>Balance Outstanding</b>	<b>As at March 31</b>	
	<b>2017</b>	<b>2018</b>
Trade and other receivables	—	10

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**39) LIST OF MATERIAL SUBSIDIARIES**

<b>Name of entity</b>	<b>Place of Incorporation</b>	<b>Ownership interest as at March 31, 2017</b>	<b>Ownership interest as at March 31, 2018</b>
1. MakeMyTrip Inc.	Delaware, USA	100%	100%
2. MakeMyTrip (India) Private Limited	India	100%	100%
3. Ibibo Group Holdings (Singapore) Pte. Ltd.	Singapore	100%	100%
4. Ibibo Group Private Limited	India	100%	100%
5. Luxury Tours & Travel Pte. Ltd.	Singapore	100%	100%
6. Luxury Tours (Malaysia) Sdn Bhd.	Malaysia	100%	100%
7. ITC Bangkok Co. Ltd.	Thailand	100%	100%

**40) CONTRIBUTION BY NON-CONTROLLING INTEREST**

In August 2017, Bona Vita Technologies Private Limited (“Bona Vita”), one of the Parent Company’s subsidiary, raised USD 5,500 by way of rights issue to Parent Company and a new investor, H.I.S Co. Ltd., Japan (“HIS”). Bona Vita issued Series B Fully and Compulsorily Convertible, Non-Cumulative, Preference Shares (“Series B CCPS”) to Parent Company and HIS and equity shares to HIS. The amount contributed by Parent Company was USD 2,500 and by HIS was USD 3,000.

**41) CHANGE IN CLASSIFICATION**

- (a) During the year ended March 31, 2018, the Group modified the classification of ‘employees related payables’ from ‘accrued expenses’ classified in ‘Trade and other payables’ to ‘other current liabilities’ to reflect more appropriately the nature of such payables to the employees. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency. As a result, 5,514 as at March 31, 2017 was reclassified from ‘accrued expenses’ classified in ‘Trade and other payables’ to ‘other current liabilities’.
- (b) During the year ended March 31, 2018, the Group modified the classification of amount received in respect of vouchers sold to corporate customers from ‘other trade payables’ classified in ‘other current liabilities’ to ‘advance from customers’ classified in ‘other current liabilities’ to reflect more appropriately the nature of such amount received. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency. As a result USD 1,870 as at March 31, 2017 was reclassified from ‘other trade payables’ to ‘advance from customers’.
- (c) During the year ended March 31, 2017, the Group modified the classification of ‘Employees welfare expenses’ to reflect more appropriately the nature of such costs paid to the employees. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency. As a result, USD 13 for the year ended March 31, 2016 was reclassified from ‘Employees welfare expenses’ to ‘Wages, salaries and other short term employees benefits’ included under ‘Personnel Expense’.
- (d) During the year ended March 31, 2017, the Group modified the classification of ‘prepaid expenses’ between current and non-current. Comparative amounts in the consolidated statement of financial position and the related notes were reclassified for consistency. As a result, USD 53 as at March 31, 2016 was reclassified from ‘other current assets’ to ‘other non-current assets’.

**42) CONTINGENCIES**

MakeMyTrip Limited is a respondent in a Singapore International Arbitration Centre (SIAC) arbitration proceeding commenced by former shareholders of the Hotel Travel Group, which was acquired in November 2012. The dispute has arisen in connection with certain earn out provisions in the share purchase agreement dated September 26, 2012 between the Hotel Travel Group, its former shareholders and MakeMyTrip Limited, under which these former shareholders agreed to sell and transfer to MakeMyTrip Limited, the share capital of the Hotel Travel Group. The sum in dispute is approximately USD 35,000. As of date of this Annual Report, the arbitration remains pending. MakeMyTrip Limited will continue to defend vigorously against the claims, and in

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addition has also brought counterclaims in these proceedings against the former shareholders in connection with breaches of the share purchase agreement. MakeMyTrip Limited believes that it has a strong case in its favor based on its counsel's opinion and no reserve is required to be set-up as at March 31, 2018.

**43) QUARTERLY FINANCIAL DATA (UNAUDITED)**

	For the three months ended				Year Ended
	30-Jun-17	30-Sep-17	31-Dec-17	31-Mar-18	31-Mar-18
<b>Revenue</b>					
Air ticketing	41,325	40,322	40,474	45,270	167,391
Hotels and packages	134,574	98,274	113,720	93,395	439,963
Other revenue	16,157	14,321	18,283	19,141	67,902
<b>Total revenue</b>	<b>192,056</b>	<b>152,917</b>	<b>172,477</b>	<b>157,806</b>	<b>675,256</b>
Other income	12	88	174	161	435
<b>Service cost</b>					
Procurement cost of hotel and packages					
Services	58,357	32,271	43,730	34,989	169,347
Other cost of providing services	1,819	1,376	1,661	1,674	6,530
Personnel expenses	29,821	29,015	26,894	28,427	114,157
Marketing and sales promotion expenses	133,021	115,947	108,971	93,879	451,818
Other operating expenses	29,599	28,272	32,632	30,063	120,566
Depreciation, amortization and impairment	7,447	7,707	6,931	10,627	32,712
<b>Result from operating activities</b>	<b>(67,996)</b>	<b>(61,583)</b>	<b>(48,168)</b>	<b>(41,692)</b>	<b>(219,439)</b>
<b>Loss before tax</b>	<b>(68,415)</b>	<b>(62,271)</b>	<b>(45,432)</b>	<b>(44,031)</b>	<b>(220,149)</b>
<b>Loss for the period</b>	<b>(68,454)</b>	<b>(62,321)</b>	<b>(45,348)</b>	<b>(44,117)</b>	<b>(220,240)</b>

	For the three months ended				Year Ended
	30-Jun-16	30-Sep-16	31-Dec-16	31-Mar-17*	31-Mar-17*
<b>Revenue</b>					
Air ticketing	23,880	23,556	38,216	32,862	118,514
Hotels and packages	95,571	57,628	82,175	78,880	314,254
Other revenue	1,775	1,925	2,857	8,291	14,848
<b>Total revenue</b>	<b>121,226</b>	<b>83,109</b>	<b>123,248</b>	<b>120,033</b>	<b>447,616</b>
Other income	-	206	93	64	363
<b>Service cost</b>					
Procurement cost of hotel and packages					
services	62,358	29,913	46,703	34,945	173,919
Personnel expenses	13,141	14,243	13,652	32,700	73,736
Marketing and sales promotion expenses	52,679	48,358	44,552	78,835	224,424
Other operating expenses	18,669	17,419	18,202	27,295	81,585
Depreciation, amortization and impairment	2,191	2,496	3,377	21,638	29,702
<b>Result from operating activities</b>	<b>(27,812)</b>	<b>(29,114)</b>	<b>(3,145)</b>	<b>(75,316)</b>	<b>(135,387)</b>
<b>Profit (Loss) before tax</b>	<b>(14,284)</b>	<b>(39,350)</b>	<b>16,608</b>	<b>(73,084)</b>	<b>(110,110)</b>
<b>Profit (Loss) for the period</b>	<b>(14,314)</b>	<b>(39,447)</b>	<b>16,556</b>	<b>(73,098)</b>	<b>(110,303)</b>

\* The operations of ibibo Group have been consolidated in the financial statements of the Group from January 31, 2017. During the three months ended March 31, 2017, ibibo Group contributed revenue of USD 28,740 and loss of USD 26,470 to the Group's result.

**FOURTH AMENDMENT TO  
MAKEMYTRIP  
2010 SHARE INCENTIVE PLAN**

THIS FOURTH AMENDMENT (this “*Amendment*”) to the MakeMyTrip 2010 Share Incentive Plan, is made and adopted by the Board of Directors (the “*Board*”) of MakeMyTrip Limited (the “*Company*”), effective as of June 19, 2018. All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan (as defined below).

**RECITALS**

WHEREAS, the Company maintains MakeMyTrip 2010 Share Incentive Plan (as amended by the First Amendment, the Second Amendment and the Third Amendment thereto, the “*Plan*”);

WHEREAS, pursuant to Section 11.3 of the Plan, the Board has the authority to amend or modify the Plan from time to time; and

WHEREAS, the Board believes it is in the best interests of the Company and its stockholders to amend the Plan as set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as follows, effective as of June 19, 2018:

**AMENDMENT**

1. The reference to “9,357,842 Shares” in Section 3.1(a)(x) of the Plan is hereby amended to “11,531,930 Shares”.
2. This Amendment shall be and is hereby incorporated into and forms a part of the Plan.
3. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.

[ *Signature page follows* ]

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\* \* \*

I hereby certify that the foregoing Amendment was duly adopted by the Board of Directors of MakeMyTrip Limited on June 19, 2018.

Executed on this 19<sup>th</sup> day of June, 2018.

By: /s/ Mohit Kabra

Name: Mohit Kabra

Title: Group Chief Financial Officer



# IndusInd Bank

SANCTION LETTER – Make My Trip (India) Pvt. Ltd

Ref. No: IBLCBG/2016-17/767

Date: 18<sup>th</sup> June 2016

To,  
The Director,

UG-7, (Front Side), TDI Mall, Rajouri Garden  
New Delhi - 110027, India

CC:  
For Make My Trip Ltd (Mauritius) "Guarantor"

Dear Sir/Madam,

## Re: Sanction of Credit Limits.

With reference to your request for the credit facilities, we are pleased to sanction the facilities as under subject to the terms and conditions as mentioned in the Annexure I.

The facilities are in continuation/ modification of our earlier sanction letter No. : IBLCBG/2014-15/2618 dated January 23, 2015 and reference no IBLCBG/2015-16/1550- addendum dated 23.09.2015 and all existing sanction letter.

The facilities (unless expressly stated otherwise) are repayable/ determinable on demand, and are presently being made available for a period of 12 months from the date of sanction that is June 16 2017, however subject to a review by the IndusInd Bank Limited (hereinafter described as (the "Bank")) at any time. The Bank may, at its sole discretion choose to continue/ renew the facilities for a period beyond the period aforesaid.

Facility Details	(INR in Crore)	
	Existing Limit	Revise Limit
<b>Working Capital Limits</b>		
Overdraft against FD*	30	30
Overdraft Limits	15	15
Overdraft against credit card receivables of American express credit cards	20	20
Bank Guarantees-I (For IATA)	125	125
Bank Guarantees-II (For Other airlines)	15	15
Bank Guarantees - III (For operational requirements)	(10)	(10)
Sub limit of OD limits		
SBLC limit (sub-limit of BG-II)	(2.5)	(2.5)
Forex (Forwards/Options/Derivatives)	5	5
<b>Total</b>	<b>180</b>	<b>180</b>

\*The overdraft against FD is 100% secured against cash and therefore not counted as exposure.

This sanction communication is being sent to you in duplicate. You are requested to return to us the duplicate copy along with the Annexure/s duly signed by the authorized signatory of the Company as a token of your having accepted the terms & conditions within 30 days of the letter, failing which it will be presumed that you are not interested in availing continuation of these facilities and the Bank may, in its discretion, withdraw them without any further notice to you. The facilities will be made available on



**Gurgaon Office:** IndusInd Bank Limited, 3rd Floor, Building No.10, Tower-B, DLF Cyber City, Phase II, Gurgaon -122 002, India. Tel: (0124) 4749500 Fax: (0124) 4749596

**Registered Office:** 2401 Gen. Thimmayya Road, Pune 411 001, India  
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at [www.indusind.com](http://www.indusind.com)  
CIN: L65191PN1994PLC076333



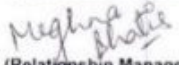
SANCTION LETTER – Make My Trip (India) Pvt. Ltd.

execution of requisite security documents, submission of required undertakings and creation of requisite charges over your assets and guarantors' assets, if applicable.

Please note that the terms and conditions of the sanction are valid for a period of 90 days from the date of the sanction letter and the Bank reserves the right to revise the rate of interest and any other terms and conditions of the sanction in case documentation and disbursement is not completed within the validity period, or, at its discretion, treat the sanction as withdrawn.

Assuring you the best of our attentions,

Yours faithfully  
For IndusInd Bank Limited

  
(Relationship Manager)

IndusInd Bank Limited

  
(RRM – Commercial Banking)

Accepted the above terms and conditions. We hereby confirm execution of the facility and security documents executed in favour of Bank and confirm that the securities created there under will continue for the above renewed facilities

Borrower:  
For MAKE MY TRIP (INDIA) PVT. LTD.

\_\_\_\_\_  
Authorised Signatory

Accepted the aforesaid Terms and Conditions  
Guarantors –  
For Make My Trip Ltd (Mauritius)



\_\_\_\_\_  
Authorised Signatory

**Annexure I**  
**Make My Trip India Private Limited**  
**Terms and Conditions**

Type of Facility	Bank Guarantee -1
Nature	Financials/ Performance Guarantees
Limit	Rs125 crore
Purpose	To be submitted to IATA for guarantying the payment obligations.
Period of Sanction	12 months
Cash Margin	Nil
Commission	0.25% p. a. plus applicable taxes.
Tenor (including claim period)	18 Months including claim period (In case of guarantees exceeding 18 months Bank has the right to call for such guarantees to be covered by full cash margin from 19 <sup>th</sup> month onwards)
Primary Security	Exclusive charge on the assets of the company.
Guarantees	Corporate Guarantee of MakeMy Trip Limited (Mauritius)
Other Terms	<ul style="list-style-type: none"> <li>- Company to undertake to route at least Rs1000crores of throughput from IBL counters.</li> <li>- The Company's performance and cash position as well as cash position of the parent company should be monitored quarterly and a brief report comprising revenues, cash deposits and turnover routed through IBL shall be submitted to Bank within a fortnight from the end of the quarter.</li> </ul>

Type of Facility	Bank Guarantee-2
Nature	Financials/ Performance Guarantees
Limit	INR15crore
Purpose	BG to be opened for all regular business purpose in INR / foreign currency
Period of Sanction	12 months
Cash Margin	Nil
Commission	0.35% p. a. plus applicable taxes
Tenor (including claim period)	18 Months including claim period (In case of guarantees exceeding 18 months Bank has the right to call for such guarantees to be covered by full cash margin from 19 <sup>th</sup> month onwards)
Primary Security	Exclusive charge on the entire assets of the company, excluding those specifically charged to other lenders.
Guarantees	Corporate Guarantee of MakeMy Trip Limited (Mauritius)
Other Terms	Company to undertake to route at least Rs1000crores of throughput from IBL counters.



SANCTION LETTER – Make My Trip (India) Pvt. Ltd.

Type of Facility	Bank Guarantee – 3 (sub-limit of OD limits)
Nature	Financials/ Performance Guarantees
Limit	INR10crores
Purpose	To be submitted for regular business purpose.
Period of Sanction	12 months
Cash Margin	Nil
Commission	0.35% p. a. plus applicable taxes
Tenor (including claim period)	18 Months including claim period (In case of guarantees exceeding 18 months Bank has the right to call for such guarantees to be covered by full cash margin from 19 <sup>th</sup> month onwards)
Primary Security	Exclusive charge on the entire assets of the company, excluding those specifically charged to other lenders.
Guarantees	Corporate Guarantee of MakeMy Trip Limited (Mauritius)
Other Terms	Company to undertake to route at least Rs1000crores of throughput from IBL counters.

Type of Facility	Stand-by Letter of Credit (SBLC) limit (sub-limit of Bank Guarantee limit of INR1500 lacs)
Limit	Rs250lacs/equivalent USD/Euro/ JPY/ CHF
Purpose	For the regular business purposes of the company.
Period of Sanction	Same as the BG limit
Tenor	Up-to12months
Cash Margin	Nil
Commission	As per Bank's guidelines
Other Terms	In line with the main BG limit.
Security	Same as the main BG limit

**Special Covenants For Bank Guarantee**

- The Bank will not normally issue any guarantee that:
  - Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank
  - Contains any onerous clause or places a undue liability, or is required in a format not acceptable to the Bank.
  - Requires the Bank to automatically renew / extend the guarantee
  - Relates to performance of an obligation not related to borrower's normal business
  - The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfil the same.
- Payment will be made on an invoked Bank Guarantee, immediately on receipt of a valid claim, under intimation to you, by debit to your operative cash credit/ current account, for which you are obliged to make good the funds, forthwith.
- The company and the guarantor shall undertake to provide full margin if the Bank does not want to renew the guarantee In case of BGs issued for more than 18 months validity, the Bank has right to demand 100% cash margin in deposit , after the expiry of 18 months.
- The borrower should submit a quarterly certificate from a practicing CA / statutory auditor that all payments / settlements to IATA were done promptly, supported by details of instrument



SANCTION LETTER – Make My Trip (India) Pvt. Ltd.

and proof of payment to IATA (Bank statement), listing out delays, beyond 3 days if any. Also no certificate is required if payment has been made through IndusInd Bank Account.

5. The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, cost and time overruns Court / Arbitration proceedings and the like.

<b>Type of Facility</b>	<b>Overdraft against Fixed deposit facility</b>
<b>Limit</b>	Rs. 30 crore
<b>Purpose</b>	To meet working capital requirements
<b>Rate of interest</b>	As communicated by Bank from time to time
<b>Period of Sanction</b>	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank.
<b>Margin</b>	Nil
<b>Primary Security</b>	Fixed Deposits to the extent of 100% of the transaction amount duly lien marked in favour of IndusInd
<b>Documentation</b>	As per Bank's internal policies/ guidelines. All standard documents/ terms applicable to ODFD shall apply to this facility.

<b>Type of Facility</b>	<b>Overdraft against credit card receivables of American Express credit card</b>
<b>Limit</b>	INR 20 crore
<b>Purpose</b>	To meet working capital requirements
<b>Rate of interest</b>	Minimum: one year MCLR+2.1% presently 12% p.a. at monthly rest.  Presently applicable Bank's one year MCLR is 9.90%  The bank has the right to substitute/change MCLR with any alternate rate or change the spread over MCLR or over such rate as per policy of the bank or as may be requested by RBI/statutory directives.
<b>Period of Sanction</b>	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank.
<b>Margin</b>	Nil
<b>Primary Security</b>	<ul style="list-style-type: none"> <li>• Exclusive charge on the entire assets of the company, excluding those specifically charged to other lenders.</li> <li>• Direct payment routing confirmation of entire receivables from American Express Credit card with IBL.</li> </ul>
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited (Mauritius)
<b>Documentation</b>	As per Bank's internal policies/ guidelines.

<b>Type of Facility</b>	<b>Overdraft facility</b>
<b>Limit</b>	INR 15 crore
<b>Purpose</b>	To meet working capital requirements
<b>Rate of interest</b>	Minimum: one year MCLR+2.1% presently 12% p.a. at monthly rest.





SANCTION LETTER – Make My Trip (India) Pvt. Ltd

	Presently applicable Bank's one year MCLR is 9.90%
	The bank has the right to substitute/change MCLR with any alternate rate or change the spread over MCLR or over such rate as per policy of the bank or as may be requested by RBI/statutory directives.
<b>Period of Sanction</b>	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank.
<b>Margin</b>	Nil
<b>Primary Security</b>	Exclusive charge on the entire assets of the company, excluding those specifically charged to other lenders.
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited (Mauritius)
<b>Documentation</b>	As per Bank's internal policies/ guidelines.
<b>Other terms</b>	Company to undertake to route at least 1000 crore of throughput from IBL counters.

<b>Type of Facility</b>	<b>Forward Cover Limit</b>
<b>Limit</b>	INR 5.0crores (PFE @ 8% on notional of INR 62.50crores and MTM of INR 5.0 crore)
<b>Purpose</b>	To cover trade-related payables/receivables in foreign currency
<b>Period of Sanction</b>	1-yrs
<b>Commission</b>	As per bank's extant guidelines
<b>Maximum Tenor of Cover</b>	365 days
<b>Security</b>	The forward contracts should be booked for hedging payables under LCs issued by us/ Buyers credit availed against our guarantee. We stipulate that compulsory booking of forward contracts or call options with upfront payment of premium.
<b>Other terms</b>	<ol style="list-style-type: none"> <li>1. The limit is available only for plain vanilla forward contracts/ vanilla options with premiums paid up-front with a maximum tenor of 1 year.</li> <li>2. Application and documentation will be as per RBI/ Bank's rules. All Exchange Control norms and FEDAI rules are to be complied with. Letter of request and authority for debit of cancellation and other charges, are to be submitted to the Bank before booking of the contracts</li> <li>3. The company should furnish a Certificate to the effect that the exposure covered by the contract has not been covered with any other Bank.</li> <li>4. All contracts to be booked only against actual underlying obligations or past performance</li> <li>5. All outstanding contracts under this facility shall be subjected to a "mark-to-market" computation, in a manner decided by the Bank, on a daily basis. In case, the net payables as a result of such computation exceeds Rs.2.9 crs , the Bank has the right to: <ol style="list-style-type: none"> <li>a. Call upon the customer to bring in deposit margin forthwith to maintain the exposure within the sanctioned exposure,</li> <li>b. In case of failure to bring such margin, the Bank shall have the right to cancel one or more or all of the outstanding forward/derivative contracts, without further reference to the</li> </ol> </li> </ol>



SANCTION LETTER – Make My Trip (India) Pvt. Ltd.

	<p>customer. The customer shall be liable to make good the losses suffered by the Bank consequently, and the Bank will not be responsible for any consequential direct or indirect loss.</p> <p>c. Refuse to enter into any fresh contracts and / or withdraw the facility in part or full.</p> <p>6. Depending upon volatility of forex market, the Bank in its absolute discretion, may insist for requisite cash margins for booking of forward contracts;</p> <p>7. All RBI/Bank's guidelines relating to forward contracts to be complied with.</p>
--	--

**General Covenants Applicable To All Facilities**

Unconditional and irrevocable corporate guarantee of MakeMy Trip Ltd (Mauritius)

**Others Terms and Conditions**

<b>Processing Charges</b>	Nil
<b>Penal interest rate</b>	<p>Applicable rate + 2%: For non-submission of Stock statement and other information.</p> <p>Applicable Rate +2%: For other irregularities rendering the account overdue, shortfall in drawing power, devolvement of LCs etc.</p>
<b>Inspection</b>	Quarterly. Cost to be borne by the company.
<b>Insurance</b>	All assets charged / financed by the Bank to be fully insured for 100% of the value in the name of the borrower with the Bank Clause.
<b>Other condition</b>	Bank's prior approval for any acquisition or investments made by the borrower or the guarantor company in excess of 10% of their networth at any one time or in a financial year.
<b>UFCE declaration</b>	<ul style="list-style-type: none"> <li>- Company to submit information on un-hedged foreign currency exposure on a quarterly basis on self-certification basis. However, at-least on annual basis, UFCE information should be audited and certified by the statutory auditors of the Company. First such information to be provided before disbursement/release.</li> <li>- UFCE data statement to be submitted within 30 days of the quarter-end.</li> <li>- Where client is not having any foreign currency exposure a declaration to be submitted by the company on their letter head that they have no un-hedged exposure in foreign currency as on the date of declaration.</li> </ul>

**Other General Covenants**

The borrowing arrangements would be subject to the following terms and conditions:

- The Bank will have the right to examine the books of accounts of the borrower from time to time by officers of the Bank and/or outside consultants and the expenses incurred by the Bank in this regard will be borne by the borrower.
- The Bank may at its sole discretion disclose such information to such institution(s) in connection with the credit facilities granted to the borrower.
- During the currency of the Bank's credit facilities, the borrower shall ~~not-without-the-prior-approval~~ intimate the Bank in writing within 30 days of : -



- i) Effect any change in their capital structure.
  - ii) Shall not pledge the shares held by the promoters, group beyond 10% of holdings, for raising any loan or for securitizing any loans or advances availed/to be availed by them from any bank/FI/ lender.
  - iii) Formulate any scheme of amalgamation/reconstitution.
  - iv) Undertake any new project/scheme unless the expenditure on such expansion etc., is covered by the borrower's net cash accruals after providing for dividends, investments, etc., or from long term funds received for financing such new projects or expansion.
  - v) Normal trade credit or security deposits in the usual course of business or advances to employees, etc., are, however, not covered by this covenant.
  - vi) Enter into borrowing arrangements either secured or unsecured with any other Bank, financial institution, borrower or otherwise save and except the working capital facilities, granted/to be granted by other consortium /member banks, under consortium/multiple banking arrangement and the term loans proposed to be obtained from financial institutions/banks for completion of the replacement-cum-modernization programme.
  - vii) Undertake guarantee obligations on behalf of other companies/ associates/ affiliates
  - viii) Declare dividends for any year except out of the profits relating to that year
- The borrower should intimate the bank in writing within 30 days of any material change in their management set up. No material change in the shareholding pattern of the company which has an effect of a possible change in the management control of the company shall be made without prior approval of the Bank.
  - The borrower will keep the Bank informed of the happening of any event, likely to have a substantial effect on their production, sales, profits, etc., such as labour problem, power cut, etc., and the remedial steps proposed to be taken by the borrower.
  - The Borrower will inform the Bank if any winding up petition is filed against the Borrower.
  - The borrower will keep the Bank advised of any circumstances adversely affecting the financial position of their subsidiaries including any action, taken by any creditor against any of the subsidiaries.
  - The borrower shall submit the declarations as regards:
    - That neither the Company nor the Directors face any litigation, except in the normal course of business.
    - The Directors / senior executives of the company, and/or their relatives are not connected with the Bank (IBL) and are not directors in any other bank.
    - No commission has been paid to guarantors on extending their guarantee for the advance
  - The Bank would charge the standard service charges in respect of different items of service as in force from time to time.
  - The borrower to furnish to the Bank every year two copies of audited/printed balance sheet and profit and loss account statements of the borrower immediately on being published / signed by the auditors, along with the usual renewal particulars.
  - To forward half-yearly balance sheet and profit and loss account statements within two months from the end of the half-year and annual audited accounts within 3 months.
  - **Negative Lien:** The borrower should not create, without prior consent of the Bank, charges on their any or all properties or assets during the currency of the credit facilities granted by the Bank.
  - **Insurance:** All stocks and collateral securities like immovable properties should be kept fully insured against all risks including fire, strikes, riot, malicious damages & natural calamities etc.,





with the incorporation of Bank's Hypothecation clause and the policies retained by the borrower. A copy of this policy should be submitted to the Bank for their record.

**- Others -**

- Non-fulfilment of above financial and non-financial covenants will trigger an event of default, unless specifically waived in writing. Consequence of an event of default could be levy of penal interest and/or withdrawal of the facility.
- In the event of withdrawal/cancellation of the facility, the borrower accepts to fully cash collateralize any exposure that the Bank has assumed on the client or on behalf of the client, which could not be immediately repaid or unwound.
- Borrower/facilities should conform to guidelines that have been/will be issued by RBI from time to time.
- All interest and cess are exclusive of any taxes and withholdings that may be payable on account of prevailing statutes.
- The Bank has the right to change or modify the rate of interest, or alters the spread, at such intervals or whenever it may deem fit, and a notice of the change to the Borrower will be binding on them.
- In the event of default, the Bank reserves the right at its sole discretion to modify, vary or add to the terms and conditions, or to terminate the said Banking Facilities concerned, at any time, and to recall any or all of the amounts due under the said Banking Facilities. All amounts due in respect of the said Banking Facilities shall become payable forthwith on such demand.
- As regards the un-utilised limits if any under the facility, Bank reserves the right at any point of time, to revoke or cancel and/or vary, alter or modify the said un-utilised limits, at Bank's discretion without prior notice & without assigning any reasons therefore.
- The company shall pay on demand to the bank the cost between the solicitors/ advocates/ company secretaries/ inspectors and clients incurred by them or any of them in connection with the registration of the securities and clarifications/ charges thereof with the Registrar of Companies, compilation of search/ status reports and/ or any other matter incidental to or in connection with transactions of the Company with the Bank and also reimburse the Bank for all out-of-pocket expenses including legal, stamping, documentation, incurred in the negotiation, documentation, and disbursement of the facility
- The company shall endeavor to deposit sales proceeds and shall route all foreign exchange business and other ancillary business through their account maintained with us in proportion to our share in the capital financing.
- Company should furnish a written confirmation that the company/ its directors in the best of their knowledge and belief are not defaulters with any bank/FI, and there are no legal proceedings initiated or pending against them for recovery of any borrowings.

In case in the opinion of the Bank's there has been a material adverse change in the Borrower's business and financial condition, such as:

- Sale or curtailment or closure of any of the Borrowers main businesses.
- Cash losses in any one quarter or continuing accounting losses in three quarters,
- Adverse action by any Regulatory Authority
- Default to the Bank under any other facility or to any other lender
- Action by any class of stakeholders which is likely to significantly impair Borrower's business
- Filing of winding up petition by any creditor/shareholder against the Borrower.

The Bank is entitled to withhold further disbursements and/or recall the loan in part or full.



SANCTION LETTER – Make My Trip (India) Pvt. Ltd.

*Accepted the aforesaid Terms and Conditions*  
Borrower:  
For MAKE MY TRIP (INDIA) PVT. LTD.

\_\_\_\_\_  
*Authorised Signatory*

*Accepted the aforesaid Terms and Conditions*  
Guarantors –  
For Make My Trip Ltd (Mauritius)

\_\_\_\_\_  
*Authorised Signatory*



# IndusInd Bank

Sanction No: IBL/CAD North/2017-18/0989

Date: 16.06.2017

**MakeMyTrip India Private Limited**  
UG-7, (Front Side), TDI Mall, Rajouri Garden

New Delhi -110027, India

Dear Sir/Madam,

**Re: Renewal cum Enhancement of Credit Limits.**

With reference to your request for the credit facilities, we are pleased to sanction the facilities as under subject to the terms and conditions as mentioned in the Annexures.

The facilities are in continuation/ modification of our earlier sanction letter No. IBL/CBG/2016-17/767 dated 18th June 2016

The facilities (unless expressly stated otherwise) are repayable/ determinable on demand, and are presently being made available for a period of one Year from the date of sanction i.e. 16<sup>th</sup> June 2017, however subject to a review by the Bank at any time. The Bank may, at its sole discretion choose to continue/ renew the facilities for a period beyond the period aforesaid.

Facility	Limits Sanctioned (Rs. in crores)	
	Existing	Revised
Overdraft Limits-1	15	15
Bank Guarantees: (For operational requirements) sub limit of OD limits-1	(10)	(10)
Overdraft against credit card receivables of American express credit cards-2	20	20
Bank Guarantees-1 (For IATA)	125	165
Bank Guarantees-2 (For other airlines) (proposed as sub-limit of IATA BG-1)	15	(15)
SBLC limit (sub-limit of Bank guarantee-2)	(2.5)	(2.5)
Forex (Forwards/Options/Derivatives) Notional: Rs62.5crores MTM: Nil (for hedging IBL's own exposure)	5	(5)
<b>Total exposure</b>	<b>180</b>	<b>200</b>
<b>Cash backed facilities (in addition to the above exposure)</b>		
Overdraft against FD	30	30
Bank Guarantees against FD	0	30
<b>Total cash backed</b>	<b>30</b>	<b>60</b>



**Gurgaon Office:** IndusInd Bank Limited, 3rd Floor, Building No.10, Tower-B, DLF Cyber City, Phase II, Gurgaon -122 002, India. Tel: (0124) 4749500 Fax: (0124) 4749597

**Registered Office:** 2401 Gen. Thimmayya Road, Pune 411 001, India  
Tel: (020) 2634 3201. Fax: (020) 2634 3241 Visit us at [www.indusind.com](http://www.indusind.com)  
CIN: L65191PN1994PLC076333



This sanction communication is being sent to you in duplicate. You are requested to return to us the duplicate copy along with the Annexure/s duly signed by the authorized signatory of the Company as a token of your having accepted the terms & conditions within 30 days of the letter, failing which it will be presumed that you are not interested in availing continuation of these facilities and the Bank may, in its discretion, withdraw them without any further notice to you. The facilities will be made available on execution of requisite security documents, submission of required undertakings and creation of requisite charges over your assets and guarantors' assets, if applicable.

Please note that the terms and conditions of the sanction are valid for a period of 90 days from the date of the sanction letter and the Bank reserves the right to revise the rate of interest and any other terms and conditions of the sanction in case documentation and disbursement is not completed within the validity period, or, at its discretion, treat the sanction as withdrawn.

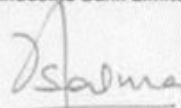
Assuring you the best of our attentions,

Yours faithfully  
**For IndusInd Bank Limited**



**Relationship Manager – Commercial Banking**

**IndusInd Bank Limited**



**Zonal Head – Commercial Banking**

Accepted the above terms and conditions. We hereby confirm execution of the facility and security documents executed in favour of Bank and confirm that the securities created there under will continue for the above renewed facilities

**Borrower:**

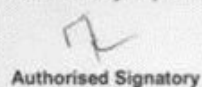
**For Make My Trip (India) Pvt. Ltd.**

  
Authorized Signatory

Accepted the aforesaid Terms and Conditions

**Guarantors –**

**For Make My Trip Ltd**

  
Authorized Signatory

**Annexure I**  
**Terms and Conditions**  
**Make My Trip (India) Pvt. Ltd**

<b>Type of Facility</b>	<b>Overdraft facility</b>
<b>Limit</b>	Rs15crores
<b>Purpose</b>	To meet working capital requirements.
<b>Rate of interest</b>	9.10% p.a., Linked to 1 year MCLR  Bank has the right to substitute/change MCLR with any alternate rate or change the spread over MCLR or over such rate as per policy of the bank or as may be requested by RBI/statutory directives.
<b>Period of Sanction</b>	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank from time to time.
<b>Margin</b>	Nil
<b>Primary Security</b>	Exclusive charge over all the assets of the company excluding vehicles which are purchased or will be purchased by the Company under hypothecation to the financing Bank(s).
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited.
<b>Documentation</b>	As per Bank's internal policies/ guidelines.
<b>Other terms</b>	One way interchangeability to the extent of Rs15crores permitted into IATA BG facility.

<b>Type of Facility</b>	<b>Bank Guarantee (sub-limit of OD limit of Rs15crores)</b>
<b>Nature</b>	Financials/ Performance Guarantees
<b>Limit</b>	Rs10crores
<b>Purpose</b>	For genuine business requirements.
<b>Period of Sanction</b>	12months
<b>Cash Margin</b>	Nil
<b>Commission</b>	0.15% p. a. plus applicable taxes
<b>Tenor (including claim period)</b>	18 Months including claim period (in case of guarantees exceeding 18 months, bank has the right to call for such guarantees to be covered by full cash margin from 19 <sup>th</sup> month onwards.)
<b>Primary Security</b>	Exclusive charge over all the assets of the company excluding vehicles which are purchased or will be purchased by the Company under hypothecation to the financing Bank(s).
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited.

**Special Covenants For Bank Guarantee:** (The deletions/strikethroughs below are those approved at the time of last renewal).<sup>\*</sup>

- A separate Counter Guarantee of the company is to be submitted prior to issue of each Bank Guarantee, unless an omnibus counter guarantee has been submitted.
- The Bank will not normally issue any guarantee that:

- o Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank
  - o Contains any onerous clause or places a undue liability, or is required in a format not acceptable to the Bank.
  - o Requires the Bank to automatically renew / extend the guarantee
  - o Relates to performance of an obligation not related to borrower's normal business
  - o Purports to guarantee direct/indirect borrowings. This does not apply to 'Advance Payment Guarantees' in connection with contract execution.
  - o The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfill the same.
- Payment will be made on an invoked Bank Guarantee, immediately on receipt of a valid claim, , under intimation to you, by debit to your operative cash credit/ current account, for which you are obliged to make good the funds, forthwith.
  - The company and the guarantor shall undertake to provide full margin if the Bank does not want to renew the guarantee. In case of BGs issued for more than 18 months validity, the Bank has right to demand 100% cash margin in deposit , after the expiry of 18 months.
  - The Bank, may at its discretion permit issue of guarantees on behalf of your Wholly owned SPVs/ JV entities where you hold substantial interest :
    - o A Board Resolution stating, "the Borrowers are responsible for any risk and liability arising out of the BGs issued on behalf of the SPV/ JVs/ consortia and the securities offered by the company can be appropriated towards such liabilities.
    - o A request letter from the company authorizing the Bank to issue the BG on behalf of consortium, from out of the limit sanctioned to the borrower.
    - o BGs on behalf of consortium/JVs will be issued only after approval of such consortium arrangements (names, capabilities, liabilities, etc of foreign and Indian partners)
    - o A counter guarantee authorized by a Board resolution from the subsidiary/ JV entity, if required.
  - The borrower should submit a quarterly certificate from a practicing CA / statutory auditor that all payments / settlements to IATA were done promptly, supported by details of instrument and proof of payment to IATA (Bank statement), listing out delays, beyond 3 days if any. Also no certificate is required if payment has been made through IndusInd Bank Account.
  - The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, cost and time overruns Court / Arbitration proceedings and the like.

Type of Facility	Overdraft against credit card receivables of American Express credit card.
Limit	Rs20crores.
Purpose	To meet working capital requirements.
Rate of interest	9.10% p.a., Linked to 1 year MCLR  Bank has the right to substitute/change MCLR with any alternate rate or change the spread over MCLR or over such rate as per policy of the bank or as may be requested by RBI/statutory directives.
Period of Sanction	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank.

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*[Handwritten signature]*





<b>Margin</b>	Nil
<b>Primary Security</b>	<ul style="list-style-type: none"> <li>- Exclusive charge over all the assets of the company excluding vehicles which are purchased or will be purchased by the Company under hypothecation to the financing Bank(s)</li> <li>- Direct payment routing confirmation of entire receivables from American Express Credit card with IBL</li> </ul>
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited.
<b>Documentation</b>	As per Bank's internal policies/ guidelines.
<b>Other terms</b>	One way interchangeability to the extent of Rs20crores permitted into IATA BG facility.

Type of Facility	Bank Guarantee -1 for IATA
<b>Nature</b>	Financials/ Performance Guarantees
<b>Limit</b>	Rs165crores.
<b>Purpose</b>	To be submitted to IATA for guarantying the payment obligations.
<b>Period of Sanction</b>	12 months
<b>Cash Margin</b>	Nil
<b>Commission</b>	0.15% p. a. plus applicable taxes
<b>Tenor (including claim period)</b>	18 Months including claim period (In case of guarantees exceeding 18 months Bank has the right to call for such guarantees to be covered by full cash margin from 19 <sup>th</sup> month onwards)
<b>Primary Security</b>	Exclusive charge over all the assets of the company excluding vehicles which are purchased or will be purchased by the Company under hypothecation to the financing Bank(s).
<b>Guarantees</b>	Corporate Guarantee of MakeMy Trip Limited.
<b>Other Terms</b>	<ul style="list-style-type: none"> <li>- IBL charge considering the enhanced amount to be filed upfront.</li> <li>- One way interchangeability from OD facility-1 and 2 of Rs15crores and Rs20crores is permitted into this facility.</li> </ul>

**Special Covenants For Bank Guarantee:** (The deletions/strikethroughs below are those approved at the time of last renewal).

- A separate Counter Guarantee of the company is to be submitted prior to issue of each Bank Guarantee, unless an omnibus counter guarantee has been submitted.
- The Bank will not normally issue any guarantee that:
  - o Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank
  - o Contains any onerous clause or places a undue liability, or is required in a format not acceptable to the Bank.
  - o Requires the Bank to automatically renew / extend the guarantee
  - o Relates to performance of an obligation not related to borrower's normal business
  - o Purports to guarantee direct/indirect borrowings. This does not apply to 'Advance Payment Guarantees' in connection with contract execution.
  - o The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfill the same.
- Payment will be made on an invoked Bank Guarantee, immediately on receipt of a valid claim, , under intimation to you, by debit to your operative cash credit/ current account, for which you are obliged to make good the funds, forthwith.




- The company and the guarantor shall undertake to provide full margin if the Bank does not want to renew the guarantee. In case of BGs issued for more than 18 months validity, the Bank has right to demand 100% cash margin in deposit, after the expiry of 18 months.
- The Bank, may at its discretion permit issue of guarantees on behalf of your Wholly owned SPVs/ JV entities where you hold substantial interest :
  - o A Board Resolution stating, "the Borrowers are responsible for any risk and liability arising out of the BGs issued on behalf of the SPV/ JVs/ consortia and the securities offered by the company can be appropriated towards such liabilities.
  - o A request letter from the company authorizing the Bank to issue the BG on behalf of consortium, from out of the limit sanctioned to the borrower.
  - o BGs on behalf of consortium/JVs will be issued only after approval of such consortium arrangements (names, capabilities, liabilities, etc of foreign and Indian partners)
  - o A counter guarantee authorized by a Board resolution from the subsidiary/ JV entity, if required.
- The borrower should submit a quarterly certificate from a practicing CA / statutory auditor that all payments / settlements to IATA were done promptly, supported by details of instrument and proof of payment to IATA (Bank statement), listing out delays, beyond 3 days if any. Also no certificate is required if payment has been made through IndusInd Bank Account.
- The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, cost and time overruns Court / Arbitration proceedings and the like.

Type of Facility	Bank Guarantee-2 (as a sub-limit of IATA BG facility)
Nature	Financials/ Performance Guarantees.
Limit	Rs15crores. (As a sub-limit of the IATA BG Facility)
Purpose	BG to be opened for all regular business purpose in INR / foreign currency.
Period of Sanction	12months.
Cash Margin	Nil.
Commission	0.15% p. a. plus applicable taxes
Tenor (including claim period)	18 Months including claim period (In case of guarantees exceeding 18 months Bank has the right to call for such guarantees to be covered by full cash margin from 19th month onwards)
Primary Security	Exclusive charge over all the assets of the company excluding vehicles which are purchased or will be purchased by the Company under hypothecation to the financing Bank(s).
Guarantees	Corporate Guarantee of MakeMy Trip Limited.

**Special Covenants For Bank Guarantee:** (The deletions/strikethroughs below are those approved at the time of last renewal).

- A separate Counter Guarantee of the company is to be submitted prior to issue of each Bank Guarantee, unless an omnibus counter guarantee has been submitted.
- The Bank will not normally issue any guarantee that:
  - o Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank
  - o Contains any onerous clause or places a undue liability, or is required in a format not acceptable to the Bank.
  - o Requires the Bank to automatically renew / extend the guarantee






- o Relates to performance of an obligation not related to borrower's normal business
- o Purports to guarantee direct/indirect borrowings. This does not apply to 'Advance Payment Guarantees' in connection with contract execution.
- o The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfill the same.

Payment will be made on an invoked Bank Guarantee, immediately on receipt of a valid claim, , under intimation to you, by debit to your operative cash credit/ current account, for which you are obliged to make good the funds, forthwith.

- The company and the guarantor shall undertake to provide full margin if the Bank does not want to renew the guarantee. In case of BGs issued for more than 18 months validity, the Bank has right to demand 100% cash margin in deposit , after the expiry of 18 months.
- The Bank, may at its discretion permit issue of guarantees on behalf of your Wholly owned SPVs/ JV entities where you hold substantial interest :
  - o A Board Resolution stating, "the Borrowers are responsible for any risk and liability arising out of the BGs issued on behalf of the SPV/ JVs/ consortia and the securities offered by the company can be appropriated towards such liabilities.
  - o A request letter from the company authorizing the Bank to issue the BG on behalf of consortium, from out of the limit sanctioned to the borrower.
  - o BGs on behalf of consortium/JVs will be issued only after approval of such consortium arrangements (names, capabilities, liabilities, etc of foreign and Indian partners)
  - o A counter guarantee authorized by a Board resolution from the subsidiary/ JV entity, if required.
- The borrower should submit a quarterly certificate from a practicing CA / statutory auditor that all payments / settlements to IATA were done promptly, supported by details of instrument and proof of payment to IATA (Bank statement), listing out delays, beyond 3 days if any. Also no certificate is required if payment has been made through IndusInd Bank Account.
- The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, cost and time overruns Court / Arbitration proceedings and the like.

Type of Facility	Stand by Letter of Credit (SBLC) (As a sub-limit of BG-2 of Rs15crores which is a sub-limit of IATA BG facility of Rs165crores)
Amount	Rs2.50crores (As a sub-limit of BG-2 of Rs15crores which is a sub-limit of IATA BG facility of Rs165crores).
Tenor	Upto 12months
Purpose	To issue SBLC favoring overseas correspondent bank requesting them to issue credit facility against IBL's SBLC/regular business purposes of the company.
Period of Sanction	Same as the BG facility.
Cash Margin	Nil
Security	Same as the BG facility.
Commission	To be communicated on a case by case basis at the time of issuance of SBLC depending on correspondent bank arrangement.  Rate shall be approved by Head CCB.




<b>Documentation</b>	As per Bank's Documentation Manual/ Instructions and in consultation with Legal Department
<b>Any other Covenants</b>	<ul style="list-style-type: none"> <li>- SBLC will be issued only after submission and examination and appraisal of documentary evidence of the underlying obligation.</li> <li>- A certificate from the company that their overseas subsidiary is not in default to any bank/ FI.</li> <li>- Shareholding of company directly or through investment companies to remain more than 51% in the overseas subsidiary.</li> <li>- The Bank will not normally issue any SBLC that: <ul style="list-style-type: none"> <li>o Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank.</li> <li>o Contains any onerous clause or places an undue liability, or is required in a format not acceptable to the Bank.</li> <li>o Relates to performance of an obligation not related to borrower's normal business.</li> <li>o Purports to guarantee direct/indirect borrowings. This does not apply to 'Advance Payment Guarantees' in connection with contract execution.</li> <li>o The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfill the same.</li> <li>o Requires the Bank to automatically renew / extend the guarantee.</li> <li>o Payment will be made on an invoked SBLC, immediately on receipt of a valid claim, without reference to Co, by debit to Company's operative OD/ current account, for which company is obliged to make good the funds, forthwith.</li> <li>o If the Bank does not want to renew the SBLC, the Bank will give 30 days notice to Company to close the obligation.</li> <li>o The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, Court / Arbitration proceedings.</li> <li>o All RBI/Bank's guidelines to be complied with.</li> </ul> </li> </ul> <p>Covenants for SBLC to be issued on behalf of subsidiaries:</p> <ul style="list-style-type: none"> <li>- A request letter to be obtained from the company authorizing the Bank to issue the SBLC on behalf of subsidiary from out of the limit sanctioned to the company.</li> <li>- Counter Indemnity guarantee from the company containing the clause that "Company is responsible for any risk and liability arising out of the BGs/SBLC issued on behalf of the subsidiary".</li> <li>- General Board Resolution authorizing Company to allocate its SBLC limits for use by its subsidiaries.</li> <li>- This would be subject to FEMA guidelines prevailing at the time of processing the transaction.</li> </ul>

<b>Type of Facility</b>	<b>Short Forward Cover/ Options /Derivatives</b>
<b>Limit</b>	<p>The Bank will enter into such contract, purely on a discretionary basis, for each deal based on an internal exposure computation. The manner and mode of arriving at this is solely as per the Bank's internal guidelines. Hence, the notional value of the underlying exposures for which the Bank would be willing to book forward/ option contracts has not been specified.</p> <p>For the purpose of a guidance value, this notional principal amount may be</p>



	taken as Rs62crores. However, the bank may not accept bookings, even if the amount of outstanding contracts is below this value, depending on nature of outstanding & proposed contracts and market conditions.
<b>MTM Threshold/ max permitted net payable on mark-to-market computation</b>	PFE: 8% of Rs62crores=Rs5crores. MTM: Nil as limits proposed to hedge own exposure of cash credit facility.
<b>Purpose</b>	For hedging IBL's own exposure.
<b>Period of Sanction</b>	Co-terminus with IATA BG facility.
<b>Commission</b>	As approved by Head CCBG.
<b>Cash/Deposit margin</b>	Nil
<b>Maximum tenor of cover</b>	In line with that applicable for the IATA BG facility.
<b>Nature of Cover</b>	Unless specifically stated, the facility is available only for Standard forward contracts and sale of put/ call currency options by Bank, with premium payable in cash up-front. Cost reduction option structures may be permitted on a leverage not exceeding 1:1, and the Borrower should submit evidence of adequate un-hedged underlying exposures to cover the right leg in such structures, subject to compliance with RBI regulations.
<b>Special Covenants for Forward Contract Limits:</b> <ul style="list-style-type: none"> <li>✓ A letter of request will be submitted by the borrower for booking forward contract with the authority to debit its account with the cancellation charges, if any.</li> <li>✓ Forward cover contracts shall be duly stamped, as per State Stamp Acts and signed by authorized signatories.</li> <li>✓ The borrower should furnish a certificate to the effect that the exposures covered by the contract have not been covered with any other bank.</li> <li>✓ The exchange difference payable / recoverable on account of cancellation of the contracts, if any, will be credited / debited to that borrower's account only and the amount credited/debited shall have the same value-date as mentioned in the Bank's Forex Back-Office advice. If any irregularity arises in the account of the borrower because of this, the borrower shall immediately adjust the same.</li> <li>✓ Booking / cancellation of Contracts will be permitted strictly as per RBI regulations.</li> </ul>	

#### Special Covenants For Forward Contract Limits

- A letter of request will be submitted by the borrower for booking forward contract with the authority to debit its account with the cancellation charges, if any.
- Forward cover contracts shall be duly stamped, as per State Stamp Acts and signed by authorized signatories.
- The borrower should furnish a certificate to the effect that the exposures covered by the contract have not been covered with any other bank.
- The exchange difference payable / recoverable on account of cancellation of the contracts, if any, will be credited / debited to that borrower's account only and the amount credited/debited shall have the same value-date as mentioned in the Bank's Forex Back-Office advice. If any irregularity arises in the account of the borrower because of this, the borrower shall immediately adjust the same.
- Booking / cancellation of Contracts will be permitted strictly as per RBI regulations.
- The Bank may, for all merchant forward contracts / derivatives structures, compute on daily basis as the replacement cost of outstanding forward contracts /derivatives. In case such re-computed exposure less the cash margin deposited with us, exceeds Rs Nil. i.e., the MTM Threshold specified above, the Bank may in its sole discretion require you to bring additional




deposit margin immediately so as to maintain the exposure within the sanctioned exposure. In case this is not done, the Bank shall have the right to initiate all such steps it considers appropriate, including canceling one or more or all of the outstanding forward contracts/derivative contracts, without further reference to you. You shall be liable to make good the losses suffered by the Bank consequently. In case a margin call is outstanding, Bank, may at its discretion, suspend booking of further contracts.

Type of Facility	Overdraft against Fixed deposits.
Limit	Rs30crores.
Purpose	To meet working capital requirements.
Rate of interest	9.10% p.a., Linked to 1 year MCLR  Bank has the right to substitute/change MCLR with any alternate rate or change the spread over MCLR or over such rate as per policy of the bank or as may be requested by RBI/statutory directives.
Period of Sanction	Repayable on demand, subject to review at annual intervals or as may be decided by the Bank.
Margin	Nil
Primary Security	Fixed Deposits to the extent of 100% of the transaction amount duly lien marked in favour of IndusInd
Documentation	As per Bank's internal policies/ guidelines.

Type of Facility	Bank Guarantee
Nature	Financials/ Performance Guarantees.
Limit	Rs30crores
Purpose	BG to be opened for all regular business purpose in INR / foreign currency.
Period of Sanction	12months.
Cash Margin	100%
Commission	0.15% p. a. plus applicable taxes
Tenor (including claim period)	24 months including claim period
Primary Security	Fixed Deposits to the extent of 100% of the transaction amount duly lien marked in favour of IndusInd.
Guarantees	Nil

**Special Covenants For Bank Guarantee:**

- A separate Counter Guarantee of the company is to be submitted prior to issue of each Bank Guarantee, unless an omnibus counter guarantee has been submitted.
- The Bank will not normally issue any guarantee that:
  - o Does not contain a clause limiting the liability and the period for honoring claims, in a form approved by the Bank
  - o Contains any onerous clause or places a undue liability, or is required in a format not acceptable to the Bank.
  - o Requires the Bank to automatically renew / extend the guarantee
  - o Relates to performance of an obligation not related to borrower's normal business



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- o Purports to guarantee direct/indirect borrowings. This does not apply to 'Advance Payment Guarantees' in connection with contract execution.
  - o The Bank has not received, to its satisfaction, documentary evidence of the underlying obligation and of the Borrowers ability to fulfill the same.
- Payment will be made on an invoked Bank Guarantee, immediately on receipt of a valid claim, under intimation to you, by debit to your operative cash credit/ current account, for which you are obliged to make good the funds, forthwith.
  - The company and the guarantor shall undertake to provide full margin if the Bank does not want to renew the guarantee. In case of BGs issued for more than 18 months validity, the Bank has right to demand 100% cash margin in deposit, after the expiry of 18 months.
  - The borrower should submit a quarterly certificate from a practicing CA / statutory auditor that all payments / settlements to IATA were done promptly, supported by details of instrument and proof of payment to IATA (Bank statement), listing out delays, beyond 3 days if any. Also no certificate is required if payment has been made through IndusInd Bank Account.
  - The company/ Borrower should undertake to inform the Bank immediately, by means of a special letter, in case of any adverse event as regards performance of the underlying obligation such as claims, counterclaims, dispute, cost and time overruns Court / Arbitration proceedings and the like.

#### **General Covenants Applicable To All Facilities**

Unconditional and irrevocable corporate guarantee of MakeMy Trip Ltd.

<b>Others Terms and Conditions</b>	
<b>Processing Charges</b>	Nil
<b>Penal interest rate</b>	Applicable rate + 2%: For non-submission of information sought by the Bank. Applicable Rate +2%: For other irregularities rendering the account overdue, devolvement of LCs, invocation of BG's etc.
<b>Inspection</b>	Quarterly. Cost to be borne by the company.
<b>Insurance</b>	All assets charged / financed by the Bank to be fully insured for 100% of the value in the name of the borrower with the Bank Clause.
<b>Other conditions</b>	<ul style="list-style-type: none"> <li>- IBL's prior approval should be obtained for any acquisition or investments made by the borrower or the guarantor company in excess of 10% of their net worth at any one time or in a financial year.</li> <li>- Deferral of 60 days for charge perfection on corporate guarantee of parent company for the enhanced amount.</li> <li>- BG's can be issued in favor of borrower and or its subsidiaries/ SPVs/associate concerns/ group companies (BG of Rs45crores may be issued on behalf of Ibibo Group Private Limited favoring IATA and for this letter from MMTPL authorizing the bank to issue the BG using limits of MMTPL should be obtained).</li> <li>- Company to undertake to route at least Rs1000crores of throughput from IBL counters annually.</li> <li>- Company's performance and cash position as well as cash position of the parent company should be monitored on a quarterly basis and a brief report comprising revenues, cash deposits and turnover routed through IBL shall be submitted to Bank within a fortnight from the end of the each quarter.</li> </ul>



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| <ul style="list-style-type: none"> <li>- Company should get all its sanctioned facilities rated by an approved rating agency till 31.03.2018.</li> </ul> |
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**Other General Covenants:** (Strikethroughs are same as those approved at the time of last renewal)

The borrowing arrangements would be subject to the following terms and conditions:

- The Bank will have the right to examine the books of accounts of the borrower from time to time by officers of the Bank and/or outside consultants and the expenses incurred by the Bank in this regard will be borne by the borrower.
- The Bank may at its sole discretion disclose such information to such institution(s) in connection with the credit facilities granted to the borrower.
- During the currency of the Bank's credit facilities, the borrower shall intimate the Bank in writing within 30 days of :
  - o Effect any change in their capital structure.
  - o Shall not pledge the shares held by the promoters, group beyond 10% of holdings, for raising any loan or for securitizing any loans or advances availed/to be availed by them from any bank/FI/ lender.
  - o Formulate any scheme of amalgamation/reconstitution.
  - o Undertake any new project/scheme unless the expenditure on such expansion etc., is covered by the borrower's net cash accruals after providing for dividends, investments, etc., or from long term funds received for financing such new projects or expansion.
  - o Normal trade credit or security deposits in the usual course of business or advances to employees, etc., are, however, not covered by this covenant.
  - o Enter into borrowing arrangements either secured or unsecured with any other Bank, financial institution, borrower or otherwise save and except the working capital facilities, granted/to be granted by other consortium /member banks, under consortium/multiple banking arrangement and the term loans proposed to be obtained from financial institutions/banks for completion of the replacement-cum-modernization program.
  - o Undertake guarantee obligations on behalf of other companies/ associates/ affiliates.
  - o Declare dividends for any year except out of the profits relating to that year
- The borrower should intimate the bank in writing within 30 days of any material change in their management set up. No material change in the shareholding pattern of the company which has an effect of a possible change in the management control of the company shall be made without prior approval of the Bank.
- The borrower will keep the Bank informed of the happening of any event, likely to have a substantial effect on their production, sales, profits, etc., such as labor problem, power cut, etc. and the remedial steps proposed to be taken by the borrower.
- The borrower will inform the Bank if any winding up petition is filed against the borrower.
- The borrower will keep the Bank advised of any circumstances adversely affecting the financial position of their subsidiaries including any action, taken by any creditor against any of the subsidiaries.
- The borrower shall submit the declarations as regards:
  - Not to use the funds for capital market activities.
  - That neither the Company nor the Directors face any litigation, except in the normal course of business.
  - The Directors / senior executives of the company, and/or their relatives are not connected with the Bank (IBL) and are not directors in any other bank.
  - No commission has been paid to guarantors on extending their guarantee for the advance
- The Bank would charge the standard service charges in respect of different items of service as in force from time to time.




- The borrower to furnish to the Bank every year two copies of audited/printed balance sheet and profit and loss account statements of the borrower immediately on being published / signed by the auditors, along with the usual renewal particulars.
- To forward half-yearly balance sheet and profit and loss account statements within two months from the end of the half-year and annual audited accounts within 3 months.
- **Negative Lien:** The borrower should not create, without prior consent of the Bank, charges on their any or all properties or assets during the currency of the credit facilities granted by the Bank.
- **Insurance:** All stocks and collateral securities like immovable properties should be kept fully insured against all risks including fire, strikes, riot, malicious damages & natural calamities etc., with the incorporation of Bank's Hypothecation clause and the policies retained by the borrower. A copy of this policy should be submitted to the Bank for their record.
- **External Loan Rating :** The Borrower is advised to have all the facilities sanctioned herein rated by an approved external rating agency, and the rating letter specifying these limits should be with us by 31.03.2018. In case of default in this, Bank will have the right to reprice the facilities, with retrospective effect from 90 days of date of sanction.
- **Others**
  - o Non-fulfilment of above financial and non-financial covenants will trigger an event of default, unless specifically waived in writing. Consequence of an event of default could be levy of penal interest and/or withdrawal of the facility.
  - o In the event of withdrawal/cancellation of the facility, the borrower accepts to fully cash collateralize any exposure that the Bank has assumed on the client or on behalf of the client, which could not be immediately repaid or unwound.
  - o Borrower/facilities should conform to guidelines that have been/will be issued by RBI from time to time.
  - o Open salary accounts of all employees with Indusind Bank Ltd. within 3 months.
  - o All interest and cess are exclusive of any taxes and withholdings that may be payable on account of prevailing statutes.
  - o The Bank has the right to change or modify the rate of interest, or alters the spread, at such intervals or whenever it may deem fit, and a notice of the change to the Borrower will be binding on them.
  - o In the event of default, The Bank reserves the right at its sole discretion; to modify, vary or add to the terms and conditions, or to terminate the said Banking Facilities concerned, at any time, and to recall any or all of the amounts due under the said Banking Facilities. All amounts due in respect of the said Banking Facilities shall become payable forthwith on such demand.
  - o As regards the un-utilized limits if any under the facility, Bank reserves the right at any point of time, to revoke or cancel and/or vary, alter or modify the said un-utilized limits, at Bank's discretion without prior notice & without assigning any reasons therefore.
  - o The company shall pay on demand to the bank the cost between the solicitors/ advocates/ company secretaries/ inspectors and clients incurred by them or any of them in connection with the registration of the securities and clarifications/ charges thereof with the Registrar of Companies, compilation of search/ status reports and/ or any other matter incidental to or in connection with transactions of the Company with the Bank and also reimburse the Bank for all out-of-pocket expenses including legal, stamping, documentation, incurred in the negotiation, documentation, and disbursement of the facility
  - o -(It has been stipulated that the company should route at-least Rs1000crores of turnover through IBL counters annually.)
  - o Company should furnish a written confirmation that the company/ its directors in the best of their knowledge and belief are not defaulters with any bank/FI, and there are no legal proceedings initiated or pending against them for recovery of any borrowings.









In case in the opinion of the Bank's there has been a material adverse change in the Borrower's business and financial condition, such as:

- Sale or curtailment or closure of any of the Borrowers main businesses.
- Cash losses in any one quarter or continuing accounting losses in three quarters.
- Adverse action by any Regulatory Authority.
- Default to the Bank under any other facility or to any other lender.
- Action by any class of stakeholders which is likely to significantly impair Borrower's business.
- Filing of winding up petition by any creditor/shareholder against the Borrower.

The Bank is entitled to withhold further disbursements and/or recall the loan in part or full.





**Confidential Treatment Requested**

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**SUBSCRIBER AGREEMENT**

This Subscriber Agreement (hereinafter “ **Agreement** ”) is entered into at Gurgaon on 3<sup>rd</sup> August, 2017 and shall be deemed effective from 1<sup>st</sup> August, 2017 (“ **Effective Date** ”) by and between

**InterGlobe Technology Quotient Private Limited**, a company incorporated under the under the Companies Act 1956, having its corporate office at Echelon Building, 4<sup>th</sup> Floor, Plot Number – 49, Sector 32, Gurgaon - 122001 (hereinafter referred to as “ **ITQ** ”) of the One Part;

**And**

**MakeMyTrip (India) Private Limited**, a company incorporated under the Companies Act 1956, having its registered office at UG-7, (Front Side) TDI Mall, Rajouri Garden, New Delhi - 110027 (hereinafter referred to as “ **MakeMyTrip** ”) of the Second Part.

MakeMyTrip shall hereinafter be referred to as “ **Subscriber** ”. ITQ and the Subscriber shall individually be referred to as “ **Party** ” and collectively as “ **Parties** ”.

**WHEREAS:**

1. MakeMyTrip, inter-alia, owns and operates an online travel portal in India having URL ‘www.MakeMyTrip.com’, and provides various web-based travel solutions to its customers through the same;
2. Travelport International Operations Limited (“ **Travelport** ”) owns and operates a global distribution system (GDS) called Galileo System and has authorised ITQ to provide access of the Galileo System to travel agents in India;
3. The Subscriber aims to provide efficient and value added services to its customers and therefore is interested in using the Galileo System in order to have access to reservation functionality for its respective present and future online travel portals and ITQ has agreed to provide the access of the Galileo System to the Subscriber, subject to the terms and conditions set out herein.

ITQ Signature



Subscriber Signature



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### NOW THIS AGREEMENT WITNESSETH AS UNDER:

#### 1. SCOPE OF THIS AGREEMENT

With effect from the Effective Date, the Subscriber hereby agrees to use the Galileo System as one of its GDS during the Term for making reservations from its operations in India and future global operations, if any.

The Parties agree that Subscriber shall not be required to meet any minimum and/ or maximum commitment of transacting Segments on the Galileo System.


#### 2. OBLIGATIONS OF PARTIES

##### 2.1 OBLIGATIONS OF ITQ:

In accordance with and subject to the terms and conditions of this Agreement:

- a. **Galileo System:** ITQ shall provide access to the Subscriber of the Galileo System along with the software products listed in Schedule A (collectively “ **Galileo System**” ) solely for the purpose of using the Galileo System for obtaining information about schedules, fares, seat availability, etc. and other services of vendors and for making bookings that are not abusive, speculative, fictitious or duplicative. The Subscriber hereby acknowledges that Galileo System is owned and operated by Travelport and ITQ is only an authorised provider of Galileo System and not an agent of Travelport and the Subscriber shall have no recourse whatsoever under this Agreement against Travelport or its affiliates. ITQ warrants and represents a maximum uptime of 99.9 percent of the Galileo System to Subscriber. In the event of any scheduled maintenance of Galileo System, ITQ shall give prior notification of atleast three (3) days to Subscriber.
- b. **Software Updation:** ITQ may, from time to time provide new releases, enhancements or modifications of the Galileo System and the Subscriber shall install such new releases, enhancements or modifications of the Galileo System and implement the same within 30 (thirty) business days of delivery of the same by ITQ. In the event that such software updation leads to any material malfunction or damages to Subscriber’s system and adversely effecting booking conversion rates, the same shall be considered material breach of this Agreement. Subscriber shall have the right to terminate the Agreement with immediate effect if such material breach is not cured within forty eight (48) hours of the breach being intimated to ITQ. Subscriber shall have the right to switch to other global distribution system provider from the time of notification of such malfunction to ITQ. Notwithstanding anything contained herein, Subscriber shall be eligible for incentive for the bookings made during the aforesaid notice period.
- c. **Training :** ITQ may monitor or test the proficiency levels of the Subscriber’s employees or other personnel permitted to use the Galileo System and if required, ITQ and the

ITQ Signature

  
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Subscriber Signature

  
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Subscriber may mutually agree on a suitable training schedule for the employees and personnel of the Subscriber. ITQ shall bear the cost of any such training provided to the Subscriber.

- d. **Installation and Maintenance of the Galileo System:** At Subscriber's request, ITQ (or its appointed sub-contractors) may, in its sole discretion, install the Galileo System at location(s) specified by the Subscriber (" **Location(s)** ") to enable the Subscriber to do bookings using the Galileo System. Upon completion of such installation the Subscriber shall be deemed to have accepted the Galileo System. ITQ shall have the right to remove the Galileo System from the Location(s), in case there is any material breach of any provision of this Agreement by the Subscriber and if such material breach has not been rectified by Subscriber within thirty (30) days from the date of being notified by ITQ.
- e. ITQ shall have the obligation of keeping the Subscribers' customer data confidential and shall use the same for the purpose of this Agreement only. Breach of this clause by the ITQ leading to unauthorised disclosure of Subscribers' consumer or/and booking data shall be considered material breach of this Agreement. In such an event Subscriber shall have the right to terminate the Agreement immediately. The Subscriber represents and warrants to ITQ that it is authorised to collect and disclose such consumer or/and booking data to ITQ.

## 2.2 OBLIGATIONS OF THE SUBSCRIBER

- a. The Subscriber shall use the Galileo System as one of its GDS for making bookings from its operations in India during the Term.
- b. The training program and schedule for such training programs shall be mutually decided by ITQ and the Subscriber. The Subscriber shall make its staff available for training as may be agreed from time to time.
- c. The Subscriber shall not without the prior written consent of ITQ, (i) modify, enhance or make copies of the whole or any part of the Galileo System; or (ii) permit the whole or any part of the Galileo System to be combined with or incorporated in any other computer program or software; or (iii) reverse compile or adapt the whole or any part of the Galileo System.
- d. The Subscriber shall take all precautions to prevent any unauthorised use of the Galileo System, and any user sign-on identity assigned to the Subscriber.

ITQ Signature



Subscriber Signature



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- e. The Subscriber shall maintain and use appropriate and up-to-date virus protection procedures and software and shall establish and maintain reasonable safeguards against the destruction, loss or unauthorized alteration of the Galileo System .
- f. The Subscriber agrees to access the principal display i.e. a comprehensive neutral display of data concerning air services (and rail carriers where applicable) between city-pairs within a specified time period, for each individual transaction involving air carriers or rail carriers, as applicable, and agrees not to manipulate data supplied by the Galileo System in a manner that would result in the inaccurate, misleading or discriminating presentation of information to its respective customers.
- g. The Subscriber shall not intentionally make any flight, hotel, rail, cruise, rental car or other reservation on the Galileo System without a specific customer request made in good faith and shall not make any reservations which are abusive, speculative, fictitious or duplicative .
- h. The Subscriber shall comply with all regulations of the International Air Transport Association including the Billing and Settlement Plan, and other travel industry, governmental and regulatory laws, regulations and rules relevant to this Agreement.
- i. The Subscriber may make live test bookings by using the Galileo System, provided that such bookings are cancelled promptly thereafter.
- j. The Subscriber hereby grants to ITQ the non-exclusive right to use its respective names, logos, and marks in promotional and marketing materials (e.g. sales presentation, customer newsletters) of ITQ and/or its affiliates. ITQ hereby grants to Subscriber a non-exclusive right to use its name, logos, and marks in promotional and marketing materials (e.g. sales presentation, customer newsletters) of Subscriber solely for the purposes of this Agreement.

### 3. CONSIDERATION & TAXES:


- a. **Segments:** A Segment means booking for the travel of one passenger over one leg of a journey on a direct flight operated by a single aircraft under a single flight number (“ **Segment** ”).

For all calculations of Segments under this Agreement, only active and confirmed segments will be counted. Notwithstanding anything contained in this Agreement, in the event that ITQ is not paid for any Segments due to reasons that are outside the control of ITQ, then ITQ shall not pay any Productivity Incentives to the Subscriber for such Segments.

ITQ Signature

  
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Subscriber Signature

  
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- b. **Calculation of productivity incentives:** The amount of productivity incentives for a Contract Year during the Term of this Agreement shall be calculated by multiplying the actual number of Segments booked by the Subscriber in that Contract Year by the following applicable rate (“**Productivity Incentives**”):

**Table A**

Sr. No.	Segment Production	Incentives rate per Segment (USD) on the basis of Share of Wallet in a Contract Year		
		XXXX	XXXX	XXXX
i.	International	XXXX	XXXX	XXXX
ii.	XXXX	XXXX	XXXX	XXXX
iii.	XXXX	XXXX	XXXX	XXXX


For the purpose of this Agreement, (i) “**Share of Wallet**” shall mean percentage of the number of Segments generated by the Subscriber on the Galileo System in a Contract Year out of the total Segments transacted by the Subscriber from all its operations in India in that Contract Year during the Term of this Agreement; and (ii) “**Contract Year**” shall mean a period of twelve months starting from the date of sign-off of the Integration Phase and so on.

After the sign-off of the Integration Phase the Parties may mutually agree to move to a common slab structure where the Share of Wallet would be the combined Share of Wallet of the Subscriber and “Ibibo Group Private Limited”.

For the avoidance of doubt, it is clarified that:

- (i) Subscriber shall be paid the Productivity Incentives at rates determined as per the abovementioned mechanism only for the actual Segments generated by them on the Galileo System; and
- (ii) XXXX
- (iii) Sign-off of the Integration Phase is the successful completion and migration of the Subscriber on the Galileo System.
- (iv) The exchange rate for payment of Incentives in INR shall be carried out as per the conversion calculations detailed in Schedule C.

ITQ Signature

  
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Subscriber Signature

  
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Marketing Information Data Tapes (MIDT) provided by Travelport to ITQ will be used to calculate the Share of Wallet achieved by the Subscriber on the Galileo System and the Subscriber agrees that such MIDT data shall be final and binding for the purposes of calculation of such Share of Wallet .

c. **Payment of incentives:**

- (i) **During Integration Phase:** ITQ shall pay the Productivity Incentive to the Subscriber at the highest financial incentives slab provided in the Table A in clause 3(b) above, on a monthly basis on receipt of invoice(s) in conformity with the requirements of GST Act at ITQ's corporate office bearing ITQ's GSTN 06AABCI3241H2ZX..
- (ii) **After sign-off of Integration Phase:** ITQ shall pay the Productivity Incentive to the Subscriber at the applicable highest financial incentives slab provided in the Table A in clause 3(b) above, on a monthly basis on receipt of invoice(s) in conformity with the requirements of GST Act at ITQ's corporate office bearing ITQ's GSTN 06AABCI3241H2ZX.

At the end of each Contract Year or upon termination of the Agreement, whichever is earlier, Parties will determine the Share of Wallet and conduct a reconciliation of the Productivity Incentives paid to the Subscriber against the Productivity Incentives due to the Subscriber on the basis of actual achievement of Share of Wallet and if, upon such reconciliation the amount of Productivity Incentives already paid to the Subscriber is more than the amount of Productivity Incentives payable to the Subscriber upon determination of the Share of Wallet, the excess amount paid to the Subscriber will be adjusted in the following Contract Year against the Productivity Incentives payable to such Subscriber, as determined by ITQ.

In the event ITQ intends to set-off against and deduct from any Productivity Incentives, any amounts due by the Subscriber to ITQ towards the Productivity Incentives paid for abusive, speculative, fictitious or duplicative bookings, such deductions shall be mutually agreed between ITQ and the Subscriber.

- d. **Loyalty bonus:** ITQ agrees to pay an annual loyalty bonus of XXXX to the Subscriber for the initial term of one year commencing from the Effective Date. In every subsequent year that the Subscriber generates more than XXXX during the Term of this Agreement, ITQ agrees to pay an annual loyalty bonus of XXXX to the Subscriber for each such year ("Loyalty Bonus").

ITQ Signature



Subscriber Signature



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- e. **Addition of a n Airline:** Parties agree that in the event that a n airline including low cost carrier or budget airline begins its participation or begins to pay out any incentive in the Galileo System after the Effective Date, the P arties shall negotiate , in good faith, the productivity incentive rate for Segments generated with respect to such airline. Productivity Incentives shall be paid for Segments generated by the Subscriber on the new airline since the time of participation of such airline on the Galileo System in-line with the agreed incentives between the Parties upon conclusion of the negotiations between the parties .
- f. **Suspension of Productivity Incentives:** Without prejudice to any other rights ITQ may have under this Agreement, ITQ shall have the right to suspend payment under the Productivity Incentives on giving 10 days prior written notice to the Subscriber, if the Subscriber is in breach of this Agreement including if the Subscriber makes any reservations which are abusive, speculative, fictitious or duplicative provided such breach remains uncured during the aforesaid suspension notice period . If the Subscriber has not ceased the actions referred to hereinabove within the suspension notice period of 10 days or have failed to reimburse ITQ for any reasonable loss(es) incurred as a result of such actions within 30 days of ITQ first providing written notice of its intention to suspend the Productivity Incentives, ITQ shall have the right to terminate this Agreement and claims such remedies as may be available to it under this Agreement and/or under applicable laws.
- g. **Taxes:** All payments by ITQ to the Subscriber under this Agreement will be subject to deduction of applicable withholding taxes which will be fully borne by the Subscriber. ITQ will issue the prescribed withholding tax certificate on timely basis. It is hereby agreed that all payments by ITQ to Subscriber under this Agreement or otherwise will be exclusive of applicable indirect taxes, if any, including but not limited to value add, transaction, usage, custom and goods and services tax. All applicable indirect taxes would be charged over and above all payments by ITQ to the Subscriber under this Agreement or otherwise.
- h. **Payment Terms:**
- (i) **During Integration Phase**  
Monthly invoices shall be raised by the Subscriber on ITQ at the highest slab of Incentive Rate per Segment and in conformity with the requirements of GST Act at ITQ's corporate office bearing ITQ's GSTN 06AABCI3241H2ZX. The payment to Subscriber will be made in INR within 30 days of the receipt of the invoice by ITQ.
- (ii) **After sign-off of Integration Phase**

ITQ Signature



Subscriber Signature



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ITQ shall pay three (3) months upfront advance ("Advance Amount") to Subscriber. The Advance Amount payable will be adjusted on the basis of the previous Contract Year. The Advance Amount shall be set - off monthly against the bookings materialised on the Galileo GDS till such time the entire upfront Advance Amount is adjusted. The Advance Amount maybe replenished if it falls below 20% and if Subscriber has made prior requisition of the same. The payment to Subscriber will be made in INR . The Subscriber agrees to issue applicable receipt voucher in conformity with the requirements of GST Act at ITQ's corporate office bearing ITQ's GSTN 06AABCI3241H2ZX.

- i. In case Subscriber demonstrates, by way of verifiable evidence, that a malfunction of Galileo System is the sole and direct cause of Subscriber's failure to achieve more than XXXX during a Contract Year, then ITQ shall pay the Productivity Incentives at the slabs applicable to XXXX column of Table A of Clause 3(b) above for such Contract Year.

#### 4. LIMITED LIABILITY:

ITQ makes no representation or warranty regarding the Galileo System or its performance or the accuracy or reliability and/or information provided to the Subscriber and the same are made available to the Subscriber on an 'as is' basis, and the Subscriber hereby releases and waives any claims against ITQ concerning the Galileo System and/or information and/ or connectivity or the accuracy or reliability thereof.

In no event will ITQ be liable for any indirect, incidental, special, punitive, exemplary or consequential damages resulting from, (i) loss of data or use, loss of revenue, loss of profits, loss of contracts, loss of anticipated savings, loss of goodwill or third party claims; or (ii) any losses or damages that are indirect or secondary consequences of any act or omission of ITQ, or its employees, representatives or sub-contractors, whether such losses or damages were reasonably foreseeable or actually foreseen. ITQ hereby excludes any liability of any kind relating to any problems of whatever nature, which have been caused by the Subscriber's failure to comply with its respective obligations under this Agreement.

The Subscriber shall indemnify and hold ITQ harmless from and against any direct loss or damage (including reasonable legal fees) which ITQ incurs as directly as a result of a failure by the Subscriber to comply with any provisions of this Agreement.

ITQ shall indemnify, defend and hold the Subscriber harmless from and against all direct losses, costs, claims, charges, expenses, damages or liabilities (including reasonable legal fees) that Subscriber may suffer or incur as a result of claim by any

ITQ Signature



Subscriber Signature





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third party due to any unauthorised disclosure of Subscribers' customers' data for reasons attributable solely and directly to ITQ , as may be judicially determined by a court of competent jurisdiction or claims arising due to infringement of intellectual property by ITQ or its employees, representatives, sub-contractors or service provider .

### 5. PROPRIETARY RIGHTS AND DATA PROTECTION:

The Subscriber agrees and acknowledges that it does not, by virtue of this Agreement, acquire any Intellectual Property Rights, proprietary rights or other rights in or to: (i) the Galileo System and the data stored in or accessed via the Galileo System; or (ii) any software, documentation, trademarks or service marks of ITQ or provided by ITQ; or (iii) any related materials used in connection with the Galileo System. **'Intellectual Property Rights'** means copyright and all other intellectual property rights, including, without limitation, patents, trademarks, service marks, designs, domain names, database rights (whether registered or unregistered) and any other similar protected rights in any country.

ITQ shall comply with the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011, as modified from time to time, applicable in India in relation to the services provided hereunder. ITQ shall maintain standard environmental, safety and facility procedures and back-up procedures and other safeguards, in accordance with generally accepted industry standards

### 6. TERM AND TERMINATION:

- a. This Agreement shall come into effect from the Effective Date and remain in full force and effect for an initial period of 5 years (" **Initial Term** "). After expiry of the Initial Term, this Agreement shall automatically renew for further successive terms of 1 (one) year each on the same terms, unless terminated in the manner contained in this Agreement (" **Subsequent Term** ") (Initial Term and Subsequent Term are collectively referred to as the "**Term** ").
- b. Either Party shall have the right to forthwith terminate this Agreement by giving written notice to the other Party of at least 48 hours, if the other Party ceases or threatens to cease to carry on business or if the other Party goes into liquidation (except for the purposes of amalgamation or reconstruction and so that the resulting company effectively agrees to be bound by or assume the obligations imposed under this Agreement). The Parties shall conduct reconciliation for the bookings done before the termination date of this Agreement and any undisputed and unutilized advance amount (if required) shall be returned to ITQ within 30 days of termination of the Agreement.

ITQ Signature



Subscriber Signature



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- c. Either Party can terminate this Agreement if the other party does not comply with the material terms and conditions of this Agreement and such non-compliance constitutes a material breach of Agreement and the other party does not rectify the breach within 30 days from the non-breaching party's written notice specifying the breach. Any such notice shall describe in detail the facts and circumstances supporting the allegation of breach.
  - d. Consequences of Termination : Upon the termination of this Agreement for any reason:
    - i. the Subscriber shall immediately stop accessing the Galileo System and representing itself as being connected with the Galileo System in any way; and
    - ii. any sum owing by either Party to the other pursuant to this Agreement shall be immediately payable.
  - e. If in the event there is persistent degradation in response times on Galileo System as compared to other GDS's or in its own past performance and is having a material impact on Subscribers' business, then, Subscriber shall notify ITQ in writing of such instances with documentary evidence. Persistent degradation includes but shall not be limited to any technical issue or malfunction with the Galileo System adversely effecting Subscribers' conversion rates on account of response time, non-availability of inventory and pricing information, or customer issues pre or post transaction due to wrong representation of flight information like fare rules, policies etc., ITQ shall within ten (10) days from such intimation and upon substantiation of such degradation, arrange for remedial action, failing which Subscriber may terminate the Agreement immediately. During the period from the date of intimation till expiry of the above mentioned ten (10) working days, Subscriber shall have the option to use other GDS providers to materialise the bookings. Bookings through such other GDS providers shall not be within the ambit of this Agreement.
  - (i) Any provision of this Agreement which by its nature survives termination shall continue in full force and effect after termination of this Agreement.
7. **MATERIAL REVENUE CHANGE:**
- a. In the event of any change to the participation fee, which would result in an annualized average booking fee revenue decrease XXXX (" **Fee Change**" ) the Parties will use best efforts to negotiate appropriate modifications to the Productivity Incentives payable under this Agreement. ITQ will notify the Subscriber of the Fee Change, the effective date of the Fee Change (" **Fee Change Effective Date** "), and ITQ's proposed change to the Productivity Incentives, and will provide documentation supporting the Fee Change

ITQ Signature



Subscriber Signature



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if requested by the Subscriber. The Parties shall, within 90 days of the date of ITQ's notice, execute an amendment to this Agreement evidencing the modifications to the Productivity Incentives. The Parties acknowledge that the modifications to the Productivity Incentives shall become effective as of the Fee Change Effective Date, unless otherwise agreed.

In the event of a Fee Change, ITQ may suspend all Productivity Incentives from the Fee Change Effective Date until the effective date of the aforementioned amendment or expiration of the 90 day negotiation period, whichever occurs earlier. If the Parties are unable to reach an agreement on changes to the Productivity Incentives within such 90 days period, then (a) commencing on the Fee Change Effective Date and continuing thereafter for the Term of this Agreement, ITQ may reduce the Productivity Incentives under this Agreement by the amount of ITQ's proposed change to the Productivity Incentives; and (b) either Party may terminate this Agreement for convenience and neither Party will be further obligated hereunder, except that ITQ will pay the Subscriber any Productivity Incentives that were suspected or are otherwise due through the termination date or through the Fee Change Effective Date, whichever is earlier.

## 8. REPRESENTATION AND WARRANTIES

Each Party represents, warrants and undertakes to the other Party as follows:

- a. the Party has the capacity and authority to enter into this Agreement;
- b. the persons executing this Agreement on behalf of the Party have been duly authorized to do so;
- c. this Agreement and the obligations created hereunder are binding upon the Party and enforceable against the Party in accordance with their terms and do not and will not violate the terms of any other agreement, or any judgment or court order, by which the Party is bound;
- d. there is no proceeding pending which to the Party's knowledge, challenges or may have a material adverse impact on this Agreement or the ability of the Party to perform its obligations pursuant to this Agreement; and
- e. it has not withheld any information which is required for effective performance of the contractual obligations under this Agreement and that information's provided to the other Party are complete, true and accurate to the best of its knowledge and belief.

ITQ Signature



Subscriber Signature



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- f. Each party acknowledges that the other party has entered into this Agreement in reliance on the representations, warranties and undertakings set out under this Agreement .
- g. ITQ represents and warrants that it is authorized and possesses all the requisite approvals and authorisations from Travelport to provide access to Galileo System to select travel agents within the territory of Republic of India.
- 9. **MISCELLANEOUS:**
  - a. **Assignment:** Neither Party shall assign its rights or obligations to a third party without the prior written consent of other Party. However, either Party may assign their respective obligations under this Agreement to any of it's affiliate companies, without the prior written consent of the other Party.
  - b. **Relationship:** This Agreement is entered into on principal-to-principal basis and nothing in this Agreement shall create or be deemed to create, a joint venture, partnership, or the relationship of principal and agent, between the Parties.
  - c. **Modification and Entire Agreement:** This Agreement may not be modified except by an instrument in writing duly executed by or on behalf of the Parties. This Agreement supersedes any and all previous agreement or arrangement, letter of offer/intent etc. between the Parties or any of them relating to the subject matter of this Agreement.
  - d. **Confidentiality:** Parties hereby agree not to disclose any terms of this Agreement and document or information exchanged between the Parties whether written or oral during the Term or any time thereafter, without the prior written consent of other Party unless such disclosure is required by law or any regulatory authority (in which case the disclosing Party shall immediately notify the other Party of such a requirement prior to such disclosure (and if that is not reasonably practicable, then a prompt notice after such disclosure)).
  - e. **Force Majeure:** If the performance by either Party of any of its obligations under this Agreement is prevented or delayed by force majeure for a continuous period in excess of 30 days, the other Party shall be entitled to terminate this Agreement with immediate effect by giving written notice to the Party so affected. There shall be no adverse financial implications on either Party if they terminate this Agreement on grounds of force majeure. The Parties further agree that neither Party shall be discharged of its financial obligations towards the other Party which pertain to the period, or were incurred before, the occurrence of a force majeure event.

ITQ Signature



Subscriber Signature



## Confidential Treatment Requested

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- f. **Severability** : If any provision of this Agreement is held by any court or other competent authority to be invalid or unenforceable in whole or in part or is so rendered by any applicable code, regulation or law, such provision or the relevant part of the affected provision, as the case may be, shall be deemed deleted without prejudice to the remainder of the affected provision and the remaining provisions of this Agreement.
- g. **Non Solicitation:** Neither Party (or any affiliate of that Party) may directly or indirectly solicit or entice away from the other Party (or any affiliate of that party) any person who, at the relevant time, is employed by the other Party or its affiliates, whether or not that person would commit a breach of contract by reason of leaving. This prohibition on solicitation shall also apply to past-employees of a party or an affiliate of a Party, who left the employment of a Party or affiliate less than 12 months prior to the date of solicitation.
- h. **Notices:** Any notice required or authorised by this Agreement to be given by either Party to the other must be in writing and may be delivered by hand or sent by pre-paid registered post; or sent by fax transmission to the other Party at the address or fax number appearing below, or to such other address or fax number as may be notified in writing by that other Party from time to time in accordance with this provision.

For InterGlobe Technology Quotient Private Limited	For MakeMyTrip (India) Private Limited
Echelon Building, 4th Floor, Plot Number – 49, Sector 32, Gurgaon - 122001	19 th Floor, Tower B, Epitome Building No. 5, DLF Cyber City, Phase – III, Gurgaon 122 002

- i. **Jurisdiction:** This Agreement shall be governed by Indian law and the Parties irrevocably submit to the sole and exclusive jurisdiction of the courts of Delhi.
- j. **Dispute Resolution:**
- i. In case of any dispute, the Parties shall refer by notice in writing such dispute between the Parties arising out of or relating to this Agreement to their respective authorised persons. The below mentioned authorized persons shall amicably attempt to the resolve the dispute within 45 days of receipt of such notice. Failing which, such dispute shall be referred to arbitration in accordance with the provisions set out herein.

ITQ Signature

Subscriber Signature

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- For the Subscriber : Chief Executive Officer of the Subscribers ' business division or any other authorized person.
- For ITQ: Director or any other authorized person.  
(jointly referred to as "Contract Managers") for resolution. Contract Managers shall negotiate in good faith to attempt to resolve such disputes within 21 days (or such other time as agreed in writing between the Parties) after it has been referred to them.

- Should the respective Contract Manager be unable to resolve any dispute in accordance with Clause j (i) above, then the Parties shall refer the dispute for arbitration in accordance with the Arbitration and Conciliation Act, 1996 to be held at Delhi in English language. The arbitration will be conducted by a panel of three arbitrators, where each party shall appoint one arbitrator, thereafter the two arbitrators shall appoint the presiding arbitrator. Subject to this, Parties can approach the courts in accordance with Clause i above, provided that each Party is free to approach such courts at any time for injunctive or equitable relief.
- For the avoidance of doubt, use of this dispute resolution procedure will not constitute a waiver of any right of either Party under this Agreement including obtaining injunction.

In witness whereof both the Parties have executed this agreement on the date mentioned hereinbelow at Gurgaon.

**InterGlobe Technology Quotient Private Limited**

**For MakeMyTrip (India)Private Limited**



\_\_\_\_\_  
Authorized Signatory



\_\_\_\_\_  
Authorized Signatory

ITQ Signature



Subscriber Signature



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**SCHEDULE A: LIST OF PRODUCTS**

software provided	
Total Number of licenses given for the software	
PCC	

ITQ Signature

  
\_\_\_\_\_

Subscriber Signature

\_\_\_\_\_ ML \_\_\_\_\_

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**SCHEDULE B**  
**FARE GUARANTEE POLICY**

ITQ would consider all debits issued to the Subscriber by the airlines up to a period of twelve (12) months with the fare guarantee status. ITQ would also endeavor to first take up the debit memo with airline and internally check its own system for error. The focus of the investigation will involve investigation into the booking process by the Subscriber with Subscriber's earnest co-operation. The final onus of handling the debit memo will be based on the outcome of the investigation. If the investigation reveals that the error is attributable to airlines, then ITQ shall render all possible assistance in respect of coordinating with the airlines for obtaining the Agency Credit Memo. In case the error is attributable to ITQ or their system the disputed amount of the Agency Debit Memo will be immediately settled by ITQ.

However such consideration would include the following due diligence steps:

1. Investigation to establish role played by airline in filing of the aforesaid fare on ATPCO and any other fare filing system. ITQ to provide an explanation of the rejection reason to the airline and appropriate steps will be taken to get an Agency Credit Memo from the airline to prevent any losses to Subscriber.
2. Investigation to establish that booking was made following the best practices prescribed by ITQ. Taxes/Baggage/plating airlines have not been forcibly priced since these do not change the guarantee status.

ITQ shall as a measure of transparency will keep the Subscriber informed of the progress. The objective and endeavor is to prevent any losses to the Subscriber.

ITQ Signature



Subscriber Signature





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**SCHEDULE C**  
**USD TO INR EXCHANGE RATE**

The quarterly average exchange rate will be used as per the below calculation:

The average of daily mid-point exchange rate for every month will be taken as available on the website <https://www.oanda.com/fx-for-business/historical-rates>. The monthly average exchange rate will be calculated by using the average rate of the daily mid-point rate for all the days of the month. Finally, the quarterly average exchange rate which will be the effective basis for payments will be calculated by using the average rate of the monthly mid-point rate for entire quarter.

ITQ Signature



Subscriber Signature



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**ADDENDUM TO THE SUBSCRIBER AGREEMENT**

This Addendum (‘Addendum’) is made at Gurgaon dated 3<sup>rd</sup> August, 2017, by and between **InterGlobe Technology Quotient Private Limited**, a company incorporated under the Companies Act 1956, having its corporate office at Echelon Building, 4<sup>th</sup> Floor, Plot Number – 49, Sector 32, Gurgaon - 122001 (hereinafter referred to as “**ITQ**”) and **MakeMyTrip (India) Private Limited**, a company incorporated under the Companies Act 1956, having its registered office at UG-7, (Front Side) TDI Mall, Rajouri Garden, New Delhi - 110027 (hereinafter referred to as “**Subscriber**”).

ITQ and Subscriber are collectively referred to as the “Parties”.

Whereas the Parties entered into the “Subscriber Agreement” dated 3<sup>rd</sup> August, 2017 (“Original Agreement”).

The Parties have previously entered into the Original Agreement and have now agreed to enter into this Addendum to amend the Original Agreement. Except as set forth in this Addendum, the Original Agreement is unaffected and shall continue in full force and effect in accordance with its terms. If there is a conflict between this Addendum and Original Agreement, the terms of this Addendum shall prevail.

**Accordingly, in consideration of the mutual agreements contained in this Addendum, the Parties agree as follows:**

1. The Productivity Incentives for Indigo Airlines for a Contract Year during the Term of this Agreement shall be calculated as per the following applicable rate:

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**Confidential Treatment Requested**

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**Table A**

Sr. No.	Segment Production	Incentives rate per Segment (USD) on the basis of Share of Wallet in a Contract Year		
		XXXX	XXXX	XXXX
i.	XXXX	XXXX	XXXX	XXXX

2. The Productivity Incentives for XXXX shall be calculated by multiplying the Incentive with (i) All Segments excluding XXXX Segments which are generated by the Subscriber on the Galileo System where such Segments are equal to/less than XXXX Segments or (ii) XXXX Segments generated by the Subscriber on the Galileo System where the Segments excluding XXXX Segments is greater than such Segments. The Parties may refer to the illustration below for the purpose of understanding clause 3:

Total Segments generated by Subscriber on Galileo	Segments on International/ UK/9W/AI	Segments on XXXX	Payment on XXXX Segments
XXXX	XXXX	XXXX	XXXX
XXXX	XXXX	XXXX	XXXX
XXXX	XXXX	XXXX	XXXX

3. Notwithstanding anything to the contrary contained in the Original Agreement in case of content not being made available on parity basis from XXXX on the Galileo System, for purposes of ITQ’s liability to pay Productivity Incentive on XXXX Bookings to the Subscriber under the Original Agreement, it will be deemed as if the bookings made by the Subscriber have been made on the Galileo System.
4. This Addendum will be effective from **1 st August, 2017**.

{Signature Block on next page}

**Confidential Treatment Requested**

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**IN WITNESS WHEREOF THE PARTIES HERETO HAVE EXECUTED THIS ADDENDUM ON THE DATE AND YEAR FIRST HERE IN ABOVE WRITTEN.**

**InterGlobe Technology Quotient Private Limited**



\_\_\_\_\_  
Authorized Signatory

**For MakeMyTrip (India) Private Limited**



\_\_\_\_\_  
Authorized Signatory

**Confidential Treatment Requested**

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**SUBSCRIBER AGREEMENT**

This Subscriber Agreement (hereinafter “ **Agreement** ”) is entered into at Gurgaon on 3<sup>rd</sup> August, 2017 and shall be deemed effective from 1<sup>st</sup> August, 2017 (“ **Effective Date** ”) by and between

**InterGlobe Technology Quotient Private Limited**, a company incorporated under the under the Companies Act 1956, having its corporate office at Echelon Building, 4<sup>th</sup> Floor, Plot Number – 49, Sector 32, Gurgaon - 122001 (hereinafter referred to as “ **ITQ** ”) of the One Part;

**And**

**ibibo Group Private Limited**, a company incorporated under the Companies Act 1956, having its registered office at UG-7, (Front Side) TDI Mall, Rajouri Garden, New Delhi - 110027 (hereinafter referred to as “ **Ibibo** ”) of the Second Part.

Ibibo shall hereinafter be referred to as “ **Subscriber** ”. ITQ and the Subscriber shall individually be referred to as “ **Party** ” and collectively as “ **Parties** ”.

**WHEREAS:**

1. Ibibo, inter-alia, owns and operates an online travel portal in India having URL ‘www.goibibo.com’ and provides various web-based travel solutions to its customers through the same;
2. Travelport International Operations Limited (“ **Travelport** ”) owns and operates a global distribution system (GDS) called Galileo System and has authorised ITQ to provide access of the Galileo System to travel agents in India;
3. The Subscriber aims to provide efficient and value added services to its customers and therefore is interested in using the Galileo System in order to have access to reservation functionality for its respective present and future online travel portals and ITQ has agreed to provide the access of the Galileo System to the Subscriber, subject to the terms and conditions set out herein.

ITQ Signature



Subscriber Signature



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### NOW THIS AGREEMENT WITNESSETH AS UNDER:

#### 1. SCOPE OF THIS AGREEMENT

With effect from the Effective Date, the Subscriber hereby agrees to use the Galileo System as one of its GDS during the Term for making reservations from its operations in India and future global operations, if any.

The Parties agree that Subscriber shall not be required to meet any minimum and/ or maximum commitment of transacting Segments on the Galileo System.

#### 2. OBLIGATIONS OF PARTIES

##### 2.1 OBLIGATIONS OF ITQ:

In accordance with and subject to the terms and conditions of this Agreement:

- a. **Galileo System:** ITQ shall provide access to the Subscriber of the Galileo System along with the software products listed in Schedule A (collectively “ **Galileo System**” ) solely for the purpose of using the Galileo System for obtaining information about schedules, fares, seat availability, etc. and other services of vendors and for making bookings that are not abusive, speculative, fictitious or duplicative. The Subscriber hereby acknowledges that Galileo System is owned and operated by Travelport and ITQ is only an authorised provider of Galileo System and not an agent of Travelport and the Subscriber shall have no recourse whatsoever under this Agreement against Travelport or its affiliates. ITQ warrants and represents a maximum uptime of 99.9 percent of the Galileo System to Subscriber. In the event of any scheduled maintenance of Galileo System, ITQ shall give prior notification of atleast three (3) days to Subscriber.
- b. **Software Updation:** ITQ may, from time to time provide new releases, enhancements or modifications of the Galileo System and the Subscriber shall install such new releases, enhancements or modifications of the Galileo System and implement the same within 30 (thirty) business days of delivery of the same by ITQ. In the event that such software updation leads to any material malfunction or damages to Subscriber’s system and adversely effecting booking conversion rates, the same shall be considered material breach of this Agreement. Subscriber shall have the right to terminate the Agreement with immediate effect if such material breach is not cured within forty eight (48) hours of the breach being intimated to ITQ. Subscriber shall have the right to switch to other global distribution system provider from the time of notification of such malfunction to ITQ. Notwithstanding anything contained herein, Subscriber shall be eligible for incentive for the bookings made during the aforesaid notice period.

ITQ Signature



Subscriber Signature



### Confidential Treatment Requested

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- c. **Training** : ITQ may monitor or test the proficiency levels of the Subscriber's employees or other personnel permitted to use the Galileo System and if required, ITQ and the Subscriber may mutually agree on a suitable training schedule for the employees and personnel of the Subscriber. ITQ shall bear the cost of any such training provided to the Subscriber.
- d. **Installation and Maintenance of the Galileo System:** At Subscriber's request, ITQ (or its appointed sub-contractors) may, in its sole discretion, install the Galileo System at location(s) specified by the Subscriber (" **Location(s)** ") to enable the Subscriber to do bookings using the Galileo System. Upon completion of such installation the Subscriber shall be deemed to have accepted the Galileo System. ITQ shall have the right to remove the Galileo System from the Location(s), in case there is any material breach of any provision of this Agreement by the Subscriber and if such material breach has not been rectified by Subscriber within thirty (30) days from the date of being notified by ITQ.
- e. ITQ shall have the obligation of keeping the Subscribers' customer data confidential and shall use the same for the purpose of this Agreement only. Breach of this clause by the ITQ leading to unauthorised disclosure of Subscribers' consumer or/and booking data shall be considered material breach of this Agreement. In such an event Subscriber shall have the right to terminate the Agreement immediately. The Subscriber represents and warrants to ITQ that it is authorised to collect and disclose such consumer or/and booking data to ITQ.

### 2.2 OBLIGATIONS OF THE SUBSCRIBER

- a. The Subscriber shall use the Galileo System as one of its GDS for making bookings from its operations in India during the Term.
- b. The training program and schedule for such training programs shall be mutually decided by ITQ and the Subscriber. The Subscriber shall make its staff available for training as may be agreed from time to time.
- c. The Subscriber shall not without the prior written consent of ITQ, (i) modify, enhance or make copies of the whole or any part of the Galileo System; or (ii) permit the whole or any part of the Galileo System to be combined with or incorporated in any other computer program or software; or (iii) reverse compile or adapt the whole or any part of the Galileo System.
- d. The Subscriber shall take all precautions to prevent any unauthorised use of the Galileo System, and any user sign-on identity assigned to the Subscriber.

ITQ Signature



Subscriber Signature



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- e. The Subscriber shall maintain and use appropriate and up-to-date virus protection procedures and software and shall establish and maintain reasonable safeguards against the destruction, loss or unauthorized alteration of the Galileo System .
- f. The Subscriber agrees to access the principal display i.e. a comprehensive neutral display of data concerning air services (and rail carriers where applicable) between city-pairs within a specified time period, for each individual transaction involving air carriers or rail carriers, as applicable, and agrees not to manipulate data supplied by the Galileo System in a manner that would result in the inaccurate, misleading or discriminating presentation of information to its respective customers.
- g. The Subscriber shall not intentionally make any flight, hotel, rail, cruise, rental car or other reservation on the Galileo System without a specific customer request made in good faith and shall not make any reservations which are abusive, speculative, fictitious or duplicative .
- h. The Subscriber shall comply with all regulations of the International Air Transport Association including the Billing and Settlement Plan, and other travel industry, governmental and regulatory laws, regulations and rules relevant to this Agreement.
- i. The Subscriber may make live test bookings by using the Galileo System, provided that such bookings are cancelled promptly thereafter.
- j. The Subscriber hereby grants to ITQ the non-exclusive right to use its respective names, logos, and marks in promotional and marketing materials (e.g. sales presentation, customer newsletters) of ITQ and/or its affiliates. ITQ hereby grants to Subscriber a non-exclusive right to use its name, logos, and marks in promotional and marketing materials (e.g. sales presentation, customer newsletters) of Subscriber solely for the purposes of this Agreement.

### 3. CONSIDERATION & TAXES:

- a. **Segments:** A Segment means booking for the travel of one passenger over one leg of a journey on a direct flight operated by a single aircraft under a single flight number (“ **Segment** ”).

For all calculations of Segments under this Agreement, only active and confirmed segments will be counted. Notwithstanding anything contained in this Agreement, in the event that ITQ is not paid for any Segments due to reasons that are outside the control of ITQ, then ITQ shall not pay any Productivity Incentives to the Subscriber for such Segments.

ITQ Signature



Subscriber Signature





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- b. **Calculation of productivity incentives:** The amount of productivity incentives for a Contract Year during the Term of this Agreement shall be calculated by multiplying the actual number of Segments booked by the Subscriber in that Contract Year by the following applicable rate (“**Productivity Incentives**”):

**Table A**

Sr. No.	Segment Production	Incentives rate per Segment (USD) on the basis of Share of Wallet in a Contract Year		
		XXXX	XXXX	XXXX
i.	International	XXXX	XXXX	XXXX
ii.	XXXX	XXXX	XXXX	XXXX
iii.	XXXX	XXXX	XXXX	XXXX

For the purpose of this Agreement, (i) “**Share of Wallet**” shall mean percentage of the number of Segments generated by the Subscriber on the Galileo System in a Contract Year out of the total Segments transacted by the Subscriber from all its operations in India in that Contract Year during the Term of this Agreement; and (ii) “**Contract Year**” shall mean a period of twelve months starting from the Effective Date and so on.

After the sign-off of the Integration Phase under the Subscriber Agreement dated 3<sup>rd</sup> August, 2017 between MakeMyTrip (India) Private Limited and ITQ, the Parties may mutually agree to move to a common slab structure where the Share of Wallet would be the combined Share of Wallet of the Subscriber and “MakeMyTrip (India) Private Limited”.

For the avoidance of doubt, it is clarified that:

- (i) Subscriber shall be paid the Productivity Incentives at rates determined as per the abovementioned mechanism only for the actual Segments generated by them on the Galileo System; and
- (ii) XXXX
- (iii) The exchange rate for payment of Incentives in INR shall be carried out as per the conversion calculations detailed in Schedule C.

ITQ Signature



Subscriber Signature



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Marketing Information Data Tapes (MIDT) provided by Travelport to ITQ will be used to calculate the Share of Wallet achieved by the Subscriber on the Galileo System and the Subscriber agrees that such MIDT data shall be final and binding for the purposes of calculation of such Share of Wallet .

c. **Payment of incentives:**

ITQ shall pay the Productivity Incentive to the Subscriber at the applicable highest financial incentives slab provided in the Table A in clause 3(b) above, on a monthly basis on receipt of invoice(s) in conformity with the requirements of GST Act at ITQ's corporate office bearing ITQ's GSTN 06AABCI3241H2ZX.

At the end of each Contract Year or upon termination of the Agreement, whichever is earlier, Parties will determine the Share of Wallet and conduct a reconciliation of the Productivity Incentives paid to the Subscriber against the Productivity Incentives due to the Subscriber on the basis of actual achievement of Share of Wallet and if, upon such reconciliation the amount of Productivity Incentives already paid to the Subscriber is more than the amount of Productivity Incentives payable to the Subscriber upon determination of the Share of Wallet, the excess amount paid to the Subscriber will be adjusted in the following Contract Year against the Productivity Incentives payable to such Subscriber, as determined by ITQ.

In the event ITQ intends to set-off against and deduct from any Productivity Incentives, any amounts due by the Subscriber to ITQ towards the Productivity Incentives paid for abusive, speculative, fictitious or duplicative bookings, such deductions shall be mutually agreed between ITQ and the Subscriber.

d. **Addition of an Airline:** Parties agree that in the event that an airline including low cost carrier or budget airline begins its participation or begins to pay out any incentive in the Galileo System after the Effective Date, the Parties shall negotiate, in good faith, the productivity incentive rate for Segments generated with respect to such airline. Productivity Incentives shall be paid for Segments generated by the Subscriber on the new airline since the time of participation of such airline on the Galileo System in-line with the agreed incentives between the Parties upon conclusion of the negotiations between the parties.

e. **Suspension of Productivity Incentives:** Without prejudice to any other rights ITQ may have under this Agreement, ITQ shall have the right to suspend payment under the Productivity Incentives on giving 10 days prior written notice to the Subscriber, if the Subscriber is in breach of this Agreement including if the Subscriber makes any reservations which are abusive, speculative, fictitious or duplicative provided such

ITQ Signature



Subscriber Signature



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breach remains uncured during the aforesaid suspension notice period . If the Subscriber has not ceased the actions referred to hereinabove within the suspension notice period of 10 days or have failed to reimburse ITQ for any reasonable loss(es) incurred as a result of such actions within 30 days of ITQ first providing written notice of its intention to suspend the Productivity Incentives, ITQ shall have the right to terminate this Agreement and claims such remedies as may be available to it under this Agreement and/or under applicable laws.

- f. **Taxes:** All payments by ITQ to the Subscriber under this Agreement will be subject to deduction of applicable withholding taxes which will be fully borne by the Subscriber. ITQ will issue the prescribed withholding tax certificate on timely basis. It is hereby agreed that all payments by ITQ to Subscriber under this Agreement or otherwise will be exclusive of applicable indirect taxes, if any, including but not limited to value add, transaction, usage, custom and goods and services tax. All applicable indirect taxes would be charged over and above all payments by ITQ to the Subscriber under this Agreement or otherwise.

- g. **Payment Terms:**

ITQ shall pay three (3) months upfront advance (“Advance Amount”) to Subscriber. The Advance Amount payable will be adjusted on the basis of the previous Contract Year. The Advance Amount shall be set-off monthly against the bookings materialised on the Galileo GDS till such time the entire upfront Advance Amount is adjusted. The Advance Amount maybe replenished if it falls below 20% and if Subscriber has made prior requisition of the same. The payment to Subscriber will be made in INR. The Subscriber agrees to issue applicable receipt voucher in conformity with the requirements of GST Act at ITQ’s corporate office bearing ITQ’s GSTN 06AABCI3241H2ZX.

- h. In case Subscriber demonstrates, by way of verifiable evidence, that a malfunction of Galileo System is the sole and direct cause of Subscriber’s failure to achieve more than XXXX during a Contract Year, then ITQ shall pay the Productivity Incentives at the slabs applicable to XXXX column of Table A of Clause 3(b) above for such Contract Year.

## 4. LIMITED LIABILITY:

ITQ makes no representation or warranty regarding the Galileo System or its performance or the accuracy or reliability and/or information provided to the Subscriber and the same are made available to the Subscriber on an ‘as is’ basis, and the Subscriber hereby releases and waives any claims against ITQ concerning the Galileo System and/or information and/ or connectivity or the accuracy or reliability thereof.

ITQ Signature



Subscriber Signature



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In no event will ITQ be liable for any indirect, incidental, special, punitive, exemplary or consequential damages resulting from, (i) loss of data or use, loss of revenue, loss of profits, loss of contracts, loss of anticipated savings, loss of goodwill or third party claims; or (ii) any losses or damages that are indirect or secondary consequences of any act or omission of ITQ, or its employees, representatives or sub-contractors, whether such losses or damages were reasonably foreseeable or actually foreseen. ITQ hereby excludes any liability of any kind relating to any problems of whatever nature, which have been caused by the Subscriber's failure to comply with its respective obligations under this Agreement.

The Subscriber shall indemnify and hold ITQ harmless from and against any direct loss or damage (including reasonable legal fees) which ITQ incurs as directly as a result of a failure by the Subscriber to comply with any provisions of this Agreement.

ITQ shall indemnify, defend and hold the Subscriber harmless from and against all direct losses, costs, claims, charges, expenses, damages or liabilities (including reasonable legal fees) that Subscriber may suffer or incur as a result of claim by any third party due to any unauthorised disclosure of Subscribers' customers' data for reasons attributable solely and directly to ITQ, as may be judicially determined by a court of competent jurisdiction or claims arising due to infringement of intellectual property by ITQ or its employees, representatives, sub-contractors or service provider.

## 5. PROPRIETARY RIGHTS AND DATA PROTECTION:

The Subscriber agrees and acknowledges that it does not, by virtue of this Agreement, acquire any Intellectual Property Rights, proprietary rights or other rights in or to: (i) the Galileo System and the data stored in or accessed via the Galileo System; or (ii) any software, documentation, trademarks or service marks of ITQ or provided by ITQ; or (iii) any related materials used in connection with the Galileo System. **'Intellectual Property Rights'** means copyright and all other intellectual property rights, including, without limitation, patents, trademarks, service marks, designs, domain names, database rights (whether registered or unregistered) and any other similar protected rights in any country.

ITQ shall comply with the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011, as modified from time to time, applicable in India in relation to the services provided hereunder. ITQ shall maintain standard environmental, safety and facility procedures and back-up procedures and other safeguards, in accordance with generally accepted industry standards

ITQ Signature



Subscriber Signature



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### 6. TERM AND TERMINATION :

- a. This Agreement shall come into effect from the Effective Date and remain in full force and effect for an initial period of 5 years (“ **Initial Term** ”). After expiry of the Initial Term, this Agreement shall automatically renew for further successive terms of 1 (one) year each on the same terms, unless terminated in the manner contained in this Agreement (“ **Subsequent Term** ”) (Initial Term and Subsequent Term are collectively referred to as the “ **Term** ”).
- b. Either Party shall have the right to forthwith terminate this Agreement by giving written notice to the other Party of at least 48 hours, if the other Party ceases or threatens to cease to carry on business or if the other Party goes into liquidation (except for the purposes of amalgamation or reconstruction and so that the resulting company effectively agrees to be bound by or assume the obligations imposed under this Agreement). The Parties shall conduct reconciliation for the bookings done before the termination date of this Agreement and any undisputed and unutilized advance amount (if required) shall be returned to ITQ within 30 days of termination of the Agreement.
- c. Either Party can terminate this Agreement if the other party does not comply with the material terms and conditions of this Agreement and such non-compliance constitutes a material breach of Agreement and the other party does not rectify the breach within 30 days from the non-breaching party’s written notice specifying the breach. Any such notice shall describe in detail the facts and circumstances supporting the allegation of breach.
- d. Consequences of Termination : Upon the termination of this Agreement for any reason:
  - i. the Subscriber shall immediately stop accessing the Galileo System and representing itself as being connected with the Galileo System in any way; and
  - ii. any sum owing by either Party to the other pursuant to this Agreement shall be immediately payable.
- e. If in the event there is persistent degradation in response times on Galileo System as compared to other GDS’s or in its own past performance and is having a material impact on Subscribers' business, then, Subscriber shall notify ITQ in writing of such instances with documentary evidence. Persistent degradation includes but shall not be limited to any technical issue or malfunction with the Galileo System adversely effecting Subscribers' conversion rates on account of response time, non-availability

ITQ Signature



Subscriber Signature



## Confidential Treatment Requested

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of inventory and pricing information, or customer issues pre or post transaction due to wrong representation of flight information like fare rules, policies etc., ITQ shall within ten (10) days from such intimation and upon substantiation of such degradation, arrange for remedial action, failing which Subscriber may terminate the Agreement immediately. During the period from the date of intimation till expiry of the above mentioned ten (10) working days, Subscriber shall have the option to use other GDS providers to materialise the bookings. Bookings through such other GDS providers shall not be within the ambit of this Agreement.

- (i) Any provision of this Agreement which by its nature survives termination shall continue in full force and effect after termination of this Agreement.

### 7. MATERIAL REVENUE CHANGE:

- a. In the event of any change to the participation fee, which would result in an annualized average booking fee revenue decrease XXXX (“ **Fee Change**” ) the Parties will use best efforts to negotiate appropriate modifications to the Productivity Incentives payable under this Agreement. ITQ will notify the Subscriber of the Fee Change, the effective date of the Fee Change (“ **Fee Change Effective Date** ”), and ITQ's proposed change to the Productivity Incentives, and will provide documentation supporting the Fee Change if requested by the Subscriber. The Parties shall, within 90 days of the date of ITQ's notice, execute an amendment to this Agreement evidencing the modifications to the Productivity Incentives. The Parties acknowledge that the modifications to the Productivity Incentives shall become effective as of the Fee Change Effective Date, unless otherwise agreed.

In the event of a Fee Change, ITQ may suspend all Productivity Incentives from the Fee Change Effective Date until the effective date of the aforementioned amendment or expiration of the 90 day negotiation period, whichever occurs earlier. If the Parties are unable to reach an agreement on changes to the Productivity Incentives within such 90 days period, then (a) commencing on the Fee Change Effective Date and continuing thereafter for the Term of this Agreement, ITQ may reduce the Productivity Incentives under this Agreement by the amount of ITQ's proposed change to the Productivity Incentives; and (b) either Party may terminate this Agreement for convenience and neither Party will be further obligated hereunder, except that ITQ will pay the Subscriber any Productivity Incentives that were suspected or are otherwise due through the termination date or through the Fee Change Effective Date, whichever is earlier.

ITQ Signature



Subscriber Signature



## Confidential Treatment Requested

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### 8. REPRESENTATION AND WARRANTIES

Each Party represents, warrants and undertakes to the other Party as follows:

- a. the Party has the capacity and authority to enter into this Agreement;
- b. the persons executing this Agreement on behalf of the Party have been duly authorized to do so;
- c. this Agreement and the obligations created hereunder are binding upon the Party and enforceable against the Party in accordance with their terms and do not and will not violate the terms of any other agreement, or any judgment or court order, by which the Party is bound;
- d. there is no proceeding pending which to the Party's knowledge, challenges or may have a material adverse impact on this Agreement or the ability of the Party to perform its obligations pursuant to this Agreement; and
- e. it has not withheld any information which is required for effective performance of the contractual obligations under this Agreement and that information's provided to the other Party are complete, true and accurate to the best of its knowledge and belief.
- f. each party acknowledges that the other party has entered into this Agreement in reliance on the representations, warranties and undertakings set out under this Agreement.
- g. ITQ represents and warrants that it is authorized and possesses all the requisite approvals and authorisations from Travelport to provide access to Galileo System to select travel agents within the territory of Republic of India.

### 9. MISCELLANEOUS:

- a. **Assignment:** Neither Party shall assign its rights or obligations to a third party without the prior written consent of other Party. However, either Party may assign their respective obligations under this Agreement to any of its affiliate companies, without the prior written consent of the other Party.
- b. **Relationship:** This Agreement is entered into on principal-to-principal basis and nothing in this Agreement shall create or be deemed to create, a joint venture, partnership, or the relationship of principal and agent, between the Parties.

ITQ Signature



Subscriber Signature



### Confidential Treatment Requested

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- c. **Modification and Entire Agreement :** This Agreement may not be modified except by an instrument in writing duly executed by or on behalf of the Parties. This Agreement supersedes any and all previous agreement or arrangement, letter of offer/intent etc. between the Parties or any of them relating to the subject matter of this Agreement.
- d. **Confidentiality:** Parties hereby agree not to disclose any terms of this Agreement and document or information exchanged between the Parties whether written or oral during the Term or any time thereafter, without the prior written consent of other Party unless such disclosure is required by law or any regulatory authority (in which case the disclosing Party shall immediately notify the other Party of such a requirement prior to such disclosure (and if that is not reasonably practicable, then a prompt notice after such disclosure)).
- e. **Force Majeure:** If the performance by either Party of any of its obligations under this Agreement is prevented or delayed by force majeure for a continuous period in excess of 30 days, the other Party shall be entitled to terminate this Agreement with immediate effect by giving written notice to the Party so affected. There shall be no adverse financial implications on either Party if they terminate this Agreement on grounds of force majeure. The Parties further agree that neither Party shall be discharged of its financial obligations towards the other Party which pertain to the period, or were incurred before, the occurrence of a force majeure event.
- f. **Severability:** If any provision of this Agreement is held by any court or other competent authority to be invalid or unenforceable in whole or in part or is so rendered by any applicable code, regulation or law, such provision or the relevant part of the affected provision, as the case may be, shall be deemed deleted without prejudice to the remainder of the affected provision and the remaining provisions of this Agreement.
- g. **Non Solicitation:** Neither Party (or any affiliate of that Party) may directly or indirectly solicit or entice away from the other Party (or any affiliate of that party) any person who, at the relevant time, is employed by the other Party or its affiliates, whether or not that person would commit a breach of contract by reason of leaving. This prohibition on solicitation shall also apply to past-employees of a party or an affiliate of a Party, who left the employment of a Party or affiliate less than 12 months prior to the date of solicitation.

ITQ Signature



Subscriber Signature





## Confidential Treatment Requested

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- h. **Notices :** Any notice required or authorised by this Agreement to be given by either P arty to the other must be in writing and may be delivered by hand or sent by pre-paid registered post; or sent by fax transmission to the other P arty at the address or fax number appearing below, or to such other address or fax number as may be notified in writing by that other P arty from time to time in accordance with this provision.

For InterGlobe Technology Quotient Private Limited	For Ibibo Group Private Limited
Echelon Building, 4th Floor, Plot Number – 49, Sector 32, Gurgaon - 122001	19 th Floor, Tower B, Epitome Building No. 5, DLF Cyber City, Phase – III, Gurgaon 122 002

- i. **Jurisdiction:** This Agreement shall be governed by Indian law and the Parties irrevocably submit to the sole and exclusive jurisdiction of the courts of Delhi.

j. **Dispute Resolution:**

- i. In case of any dispute, the Parties shall refer by notice in writing such dispute between the Parties arising out of or relating to this Agreement to their respective authorised persons. The below mentioned authorized persons shall amicably attempt to the resolve the dispute within 45 days of receipt of such notice. Failing which, such dispute shall be referred to arbitration in accordance with the provisions set out herein.
- For the Subscriber: Chief Executive Officer of the Subscribers’ business division or any other authorized person.
  - For ITQ: Director or any other authorized person.

(jointly referred to as “Contract Managers”) for resolution. Contract Managers shall negotiate in good faith to attempt to resolve such disputes within 21 days (or such other time as agreed in writing between the Parties) after it has been referred to them.

ITQ Signature



Subscriber Signature



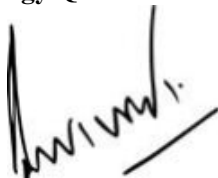
**Confidential Treatment Requested**

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- ii. Should the respective Contract Manager be unable to resolve any dispute in accordance with Clause j (i) above, then the Parties shall refer the dispute for arbitration in accordance with the Arbitration and Conciliation Act, 1996 to be held at Delhi in English language. The arbitration will be conducted by a panel of three arbitrators, where each party shall appoint one arbitrator, thereafter the two arbitrators shall appoint the presiding arbitrator. Subject to this, Parties can approach the courts in accordance with Clause i above, provided that each Party is free to approach such courts at any time for injunctive or equitable relief.
- iii. For the avoidance of doubt, use of this dispute resolution procedure will not constitute a waiver of any right of either Party under this Agreement including obtaining injunction.

**In witness whereof both the Parties have executed this agreement on the date mentioned hereinbelow at Gurgaon.**

**InterGlobe Technology Quotient Private Limited**



\_\_\_\_\_  
Authorized Signatory

**For Ibibo Group Private Limited**



\_\_\_\_\_  
Authorized Signatory

**ITQ Signature**



\_\_\_\_\_

**Subscriber Signature**



\_\_\_\_\_

**Confidential Treatment Requested**

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**SCHEDULE A: LIST OF PRODUCTS**

software provided	
Total Number of licenses given for the software	
PCC	

**SCHEDULE B**  
**FARE GUARANTEE POLICY**

ITQ would consider all debits issued to the Subscriber by the airlines up to a period of twelve (12) months with the fare guarantee status. ITQ would also endeavor to first take up the debit memo with airline and internally check its own system for error. The focus of the investigation will involve investigation into the booking process by the Subscriber with Subscriber's earnest co-operation. The final onus of handling the debit memo will be based on the outcome of the investigation. If the investigation reveals that the error is attributable to airlines, then ITQ shall render all possible assistance in respect of coordinating with the airlines for obtaining the Agency Credit Memo. In case the error is attributable to ITQ or their system the disputed amount of the Agency Debit Memo will be immediately settled by ITQ.

However such consideration would include the following due diligence steps:

1. Investigation to establish role played by airline in filing of the aforesaid fare on ATPCO and any other fare filing system. ITQ to provide an explanation of the rejection reason to the airline and appropriate steps will be taken to get an Agency Credit Memo from the airline to prevent any losses to Subscriber.
2. Investigation to establish that booking was made following the best practices prescribed by ITQ. Taxes/Baggage/plating airlines have not been forcibly priced since these do not change the guarantee status.

ITQ shall as a measure of transparency will keep the Subscriber informed of the progress. The objective and endeavor is to prevent any losses to the Subscriber.

ITQ Signature



Subscriber Signature



**Confidential Treatment Requested**

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**SCHEDULE C**  
**USD TO INR EXCHANGE RATE**

The quarterly average exchange rate will be used as per the below calculation:

The average of daily mid-point exchange rate for every month will be taken as available on the website <https://www.oanda.com/fx-for-business/historical-rates>. The monthly average exchange rate will be calculated by using the average rate of the daily mid-point rate for all the days of the month. Finally, the quarterly average exchange rate which will be the effective basis for payments will be calculated by using the average rate of the monthly mid-point rate for entire quarter.

ITQ Signature



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Subscriber Signature



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**Confidential Treatment Requested**

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**ADDENDUM TO THE SUBSCRIBER AGREEMENT**

This Addendum (‘Addendum’) is made at Gurgaon dated 3<sup>rd</sup> August, 2017, by and between **InterGlobe Technology Quotient Private Limited**, a company incorporated under the Companies Act 1956, having its corporate office at Echelon Building, 4<sup>th</sup> Floor, Plot Number – 49, Sector 32, Gurgaon - 122001 (hereinafter referred to as “**ITQ**”) and **Ibibo Group Private Limited**, a company incorporated under the Companies Act 1956, having its registered office at UG-7, (Front Side) TDI Mall, Rajouri Garden, New Delhi - 110027 (hereinafter referred to as “**Subscriber**”).

ITQ and Subscriber are collectively referred to as the “Parties”.

Whereas the Parties entered into the “Subscriber Agreement” dated 3<sup>rd</sup> August, 2017 (“Original Agreement”).

The Parties have previously entered into the Original Agreement and have now agreed to enter into this Addendum to amend the Original Agreement. Except as set forth in this Addendum, the Original Agreement is unaffected and shall continue in full force and effect in accordance with its terms. If there is a conflict between this Addendum and Original Agreement, the terms of this Addendum shall prevail.

**Accordingly, in consideration of the mutual agreements contained in this Addendum, the Parties agree as follows:**

1. The Productivity Incentives for Indigo Airlines for a Contract Year during the Term of this Agreement shall be calculated as per the following applicable rate:

**Confidential Treatment Requested**

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**Table A**

Sr. No.	Segment Production	Incentives rate per Segment (USD) on the basis of Share of Wallet in a Contract Year		
		XXXX	XXXX	XXXX
i.	XXXX	XXXX	XXXX	XXXX

2. The Productivity Incentives for XXXX shall be calculated by multiplying the Incentive with (i) All Segments excluding Indigo Segments which are generated by the Subscriber on the Galileo System where such Segments are equal to/less than XXXX Segments or (ii) XXXX Segments generated by the Subscriber on the Galileo System where the Segments excluding XXXX Segments is greater than such Segments. The Parties may refer to the illustration below for the purpose of understanding clause 3:

Total Segments generated by Subscriber on Galileo	Segments on International/ UK/9W/AI	Segments on XXXX	Payment on XXXX Segments
XXXX	XXXX	XXXX	XXXX
XXXX	XXXX	XXXX	XXXX
XXXX	XXXX	XXXX	XXXX

3. Notwithstanding anything to the contrary contained in the Original Agreement in case of content not being made available on parity basis from XXXX on the Galileo System, for purposes of ITQ's liability to pay Productivity Incentive on XXXX Bookings to the Subscriber under the Original Agreement, it will be deemed as if the bookings made by the Subscriber have been made on the Galileo System.
4. This Addendum will be effective from **1 st August, 2017**.

{Signature Block on next page}

**Confidential Treatment Requested**

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**IN WITNESS WHEREOF THE PARTIES HERETO HAVE EXECUTED THIS ADDENDUM ON THE DATE AND YEAR FIRST HEREIN ABOVE WRITTEN.**

**InterGlobe Technology Quotient Private Limited**



\_\_\_\_\_  
Authorized Signatory

**For Ibibo Group Private Limited**



\_\_\_\_\_  
Authorized Signatory

**Confidential Treatment Requested**

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**Side Letter to the  
Global Agreement**

(New Commercial Terms for Q2, Q3 and Q4 2017)

**This Side Letter** (“Side Letter”) is made on 1 April 2017 (“Effective Date”) with reference to the Global Agreement (“Agreement”), and is effective between:

**Amadeus IT Group, S.A.**, a Spanish company with principal offices at C/Salvador de Madariaga 1, 28027 Madrid, Spain, (“Amadeus”) - and -

**ibibo Group Pvt Ltd**, an Indian company with principal offices at F-130, G.F, Street No. 7, Pandav Nagar, Delhi-110091 (“Customer”) (Collectively, the “Parties”)

**WHEREAS**, the Parties have executed the Agreement, effective from 1 April 2013;

**WHEREAS**, the Parties wish to amend certain provisions of the Agreement in this Side Letter;

**NOW THEREFORE**, the Parties agree as follows:

**1. Side Letters to the Agreement**

During the Term, the terms of Exhibits 1, 2, 3 and 5 to this Side Letter will apply and shall replace Exhibits 1, 2, 3 and 5 to the Agreement (and any prior amendments thereto) in their entirety during such period.

**2. Term and Termination**

This Side Letter shall be effective from the Effective Date until 31 December 2017. This Side Letter shall automatically terminate upon the termination or expiration of the Agreement for any reason.

**3. Confidentiality**

The terms and conditions of this Side Letter constitute confidential information and will be treated by the Parties as confidential information in accordance with the terms and conditions of the Agreement.

**4. General**

4.1 All capitalized terms undefined herein shall have the meanings ascribed to them in the Agreement.



### Confidential Treatment Requested

The portions of this document marked by XXXX have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

- 4.2 Except as expressly modified by this Side Letter , all other terms and conditions of the Agreement shall remain in full force and effect. In the event of any conflict or inconsistencies between the Agreement and this Side Letter , the provisions of this Side Letter shall prevail to the extent of such conflict or inconsistencies.
- 4.3 Section 3 of this Side Letter (Confidentiality) shall survive the expiration or termination of this Side Letter.

**IN WITNESS WHEREOF** , the Parties hereto have executed this Side Letter to take effect on the date herein above written.

**Amadeus IT Group, S.A.**

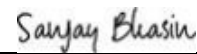


By: Luigi Battista

Title: Head of commercial operation online

Date: 19 February 2018 | 11:35:48 CET

**ibibo Group Pvt Ltd**



By: Sanjay Bhasin

Title: COO

Date: 19 February 2018 | 11:33:24 CET



**Confidential Treatment Requested**

The portions of this document marked by XXXX have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

**Exhibit 1**  
**Territories, Customer Offices and Office IDs**

The Agreement is valid only for the Territories and Customer Offices listed below, unless otherwise agreed by the Parties in an amendment hereto.

Territory	Customer Office Name	Customer Office Location	Office ID
India	IBIBO GROUP PVT LTD	BOM	BOMVS35SC
India	IBIBO GROUP PVT LTD	BOM	BOMVS35SD
India	IBIBO GROUP PVT LTD	BOM	BOMI228IM
India	IBIBO GROUP PVT LTD	BOM	BOMI228HF

Exhibit 2  
Commercials

1. **Booking Incentive.** Amadeus shall pay Customer an incentive per Eligible Booking (the “ **Booking Incentive** ”) as follows:

Table 1.1

XXXX	XXXX	XXXX	All Other Eligible Bookings*
XXXX	XXXX	XXXX	XXXX

- \* Applies to Domestic and International Eligible Bookings, subject to exceptions listed in Exhibit 5
- (a) “**Domestic**” means an Air Booking on a city pair where the departure city and arrival city are both in the same country.
- (b) “**International**” means an Air Booking that is not a Domestic Booking.

2. **Strategic Partner Status.** Amadeus shall pay the Customer an amount of XXXX (“Product Fund”) subject to the following terms:

- 2.1 The Product Fund shall be utilized solely to offset charges for Amadeus products and services.
- 2.2 The Product Fund may not be utilized for third-party products or for new products developed and customized by Amadeus specifically for Customer.
- 2.3 In no event shall the Product Fund be paid out in cash, nor will unused portions of the Product Fund earned in a Year roll over subsequent Years.

**Confidential Treatment Requested**

The portions of this document marked by XXXX have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

**Exhibit 3**  
**Products and Services**

Amadeus and/or the applicable Amadeus ACO will provide Customer Offices with the following products and services at the following charges which are exclusive of taxes which will be added, if applicable. Products and services not listed below will be charged, if ordered, at then prevailing rates or as otherwise agreed. Products and services not listed below will be charged, if ordered, at then prevailing rates or as agreed between the Parties. The below charges will be invoiced by Amadeus centrally, and Amadeus shall provide reports upon which the invoices are based.

<b>Product Description</b>	<b>Charges per Unit (USD)</b>	<b>Units</b>	<b>Comments</b>
Amadeus Ticket Changer (ATC) – Classic and Shopper	XXXX	XXXX	XXXX
Amadeus Mini-rules	XXXX	XXXX	XXXX
Amadeus Travel Alerts Notifier (ATAN)	XXXX	XXXX	XXXX
Amadeus Master Pricer Travelboard, Master Pricer Expert, Master Pricer Calendar	XXXX	XXXX	XXXX
Amadeus Central Transaction System Transactions (CST)	XXXX	XXXX	XXXX
Amadeus Web Services Development License fee	XXXX	XXXX	XXXX
Amadeus Web Services Development support and certification Fee	XXXX	XXXX	XXXX
Amadeus Web Services Late Development Fee	XXXX	XXXX	XXXX
Amadeus Web Services Transactions	XXXX	XXXX	XXXX

**Confidential Treatment Requested**

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Product Description	Charges per Unit (USD)	Units	Comments
Master Pricer Instant Search MPIS 250	XXXX	XXXX	XXXX
Extreme Search	XXXX	XXXX	XXXX
Ghost Bookings	XXXX	XXXX	XXXX

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## Confidential Treatment Requested

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### **Exhibit 5** **Non- Eligible Bookings and Provider Programs**

1. “ **Non-Eligible Bookings** ” are Bookings that, unless otherwise expressly stated in this Exhibit, (i) are not counted towards any Eligible Booking volume calculations, and (ii) for which Amadeus pays no Incentives. Non-Eligible Bookings include:

- (i) Unproductive Bookings (HX, UN, NO, UC);
- (ii) Passive and ghost bookings;
- (iii) Non-GDS bookings (bookings made outside of the Amadeus System);
- (iv) Bookings made on airlines that connect to the Amadeus System via Amadeus Ticketless Access, Light Ticketing or similar connectivity (when appropriate);
- (v) Bookings on content not in the Amadeus System as of the Effective Date; and
- (vii) All bookings that have not been paid by the relevant Provider.

Amadeus will have the right to amend the Non-Eligible Bookings listed above by giving Customer three (3) months’ prior written notice (the “ **Notice** ”). If Customer objects to any such amendment, it must notify Amadeus no later than 60 days following the Notice, in which case Amadeus may engage in good faith discussions with Customer. If such amendment is made without any changes based on such good faith negotiations, and same affects Customer by more than 10% in terms of Incentive revenue under this Agreement when compared to the prior Year, then Customer may terminate this Agreement upon 90 days advance written notice, said notice to be provided to Amadeus no later than 30 days after Amadeus’ implementation of such amendment.

2. Notwithstanding anything to the contrary herein, Amadeus will pay the following incentives (or charge the indicated opt-in charge) for the indicated Bookings. For clarification, the following Bookings (i) are counted toward the Eligible Booking volume calculations under this Agreement and (ii) do not qualify for the Incentives on Exhibit 3 unless indicated otherwise in Table 2 below.

**Table 2**

POS Market	Provider Code	Provider Name	Type of segments	Incentive per Eligible Booking (USD)
India	XXXX	XXXX	ALL	XXXX
India	XXXX	XXXX	ALL	XXXX

**Confidential Treatment Requested**

The portions of this document marked by “XXXX” have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

**Amendment no. 3 to the  
Global Agreement**  
(New Commercial Terms for Q2, Q3 and Q4 2017)

**This Amendment no. 3** (“Amendment”) is made on 1 April 2017 (“Effective Date”) with reference to the Global Agreement (“Agreement”), and is effective between:

**Amadeus IT Group, S.A.**, a Spanish company with principal offices at C/Salvador de Madariaga 1, 28027 Madrid, Spain, (“Amadeus”) - and -

**MakeMyTrip (India) Private Limited**, an Indian company having its principal place of business at 19th Floor, Building No. 5, DLF Cyber City, Gurgaon, 122002 (“Customer”) (Collectively, the “Parties”).

**WHEREAS**, the Parties have executed the Agreement, effective from 1 April 2012;

**WHEREAS**, the Parties wish to amend certain provisions of the Agreement in this Amendment;

**NOW THEREFORE**, the Parties agree as follows:

**1. Amendments to the Agreement**

1.1 The definition of Booking shall be deleted and replaced with the following:

***“Booking”** means an individual air (“Air Booking”), car or hotel (“Non-Air Booking”) reservation entry, or entries in the itinerary portion of a PNR booked and processed in the Amadeus System which has not been cancelled, unconfirmed or unfulfilled and, in the case of an Air Booking, has had a ticket or similar document issued (“Ticketed Booking”).*

1.2 The following definitions shall be added to Article 1 of the Agreement:

***“Eligible Booking”** means a Booking which is not a Non-Eligible Booking on which Amadeus may apply an incentive scheme and which is described on Exhibit 2 of this Agreement. For clarification, for purposes of any incentive schemes hereunder, Eligible Bookings count for a particular Customer Office only where the Customer Office is the last owner of the Booking.*

***“Non-Eligible Booking”** means a Booking on which Amadeus does not apply an incentive scheme and which is described on Exhibit 7 of this Agreement.*

1.3 All references to “Net Bookings” in the Agreement shall be replaced with “Eligible Bookings”.

## Confidential Treatment Requested

The portions of this document marked by "XXXX" have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

1.4 During the Term, the terms of Exhibits 1, 2 and 3 to this Amendment will apply and shall replace Exhibits 1, 2 and 3 to the Agreement (and any prior amendments thereto) in their entirety during such period.

1.5 Exhibit 7 to this Amendment shall be added as Exhibit 7 to the Agreement.

## 2. Term and Termination

This Amendment shall be effective from the Effective Date until 31 December 2017 (the "Term"). This Amendment shall automatically terminate upon the termination or expiration of the Agreement for any reason.

## 3. Confidentiality

The terms and conditions of this Amendment constitute confidential information and will be treated by the Parties as confidential information in accordance with the terms and conditions of the Agreement.

## 4. General

4.1 All capitalized terms undefined herein shall have the meanings ascribed to them in the Agreement.

4.2 Except as expressly modified by this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect. In the event of any conflict or inconsistencies between the Agreement and this Amendment, the provisions of this Amendment shall prevail to the extent of such conflict or inconsistencies.

4.3 Section 3 of this Amendment (Confidentiality) shall survive the expiration or termination of this Amendment.

**IN WITNESS WHEREOF**, the Parties hereto have executed this Amendment to take effect on the date herein above written.

**Amadeus IT Group, S.A.**

**MakeMyTrip (India) Private Limited**

By: Decius Valmorbida

By: Mohit Kabra

Title: Sr. VP Travel channels

Title: Mr.

Date: 23 February 2018 | 11:05:27 GMT

Date: 21 February 2018 | 10:42:16 CET





**Confidential Treatment Requested**

The portions of this document marked by “XXXX” have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

**Exhibit 1**  
**Territories, Customer Offices and Office IDs**

The Agreement is valid only for the Territories and Customer Offices listed below, unless otherwise agreed by the Parties in an amendment hereto.

<b>Territory</b>	<b>Customer Office Name</b>	<b>Customer Office Location</b>	<b>Office ID</b>
India	MAKE MY TRIP.COM	AMD	AMDMY3377
India	MAKE MY TRIP.COM	AMD	AMDMY38AJ
India	MAKE MY TRIP.COM-AMD	AMD	AMDMY38BL
India	MAKE MY TRIP.COM	BDQ	BDQMY3269
India	MAKE MY TRIP.COM	BHO	BHOVS3135
India	MAKE MY TRIP(INDIA)PVT LTD	BLR	BLRMY313X
India	INGOTS - MMT FRANCHISE	BLR	BLRMY31ZO
India	MAKE MY TRIP.COM	BOM	BOMMY346L
India	MAKE MY TRIP.COM	BOM	BOMMY38JH
India	HOLIDAY HUB	CCU	CCUMY31SO
India	MAKE MY TRIP.COM	CCU	CCUMY3618
India	ACE MARKETING - MMT FRANCHISE	DED	DEDMY3155
India	MAKEMYTRIP.COM	DEL	DELI228BM
India	MAKE MY TRIP.COM	DEL	DELI228CW
India	MMT FRANCHISEE - BANBOI HOLIDAYS PVT LTD	DEL	DELMY32HM
India	MAKEMYTRIP.COM	DEL	DELMY33O4
India	BONA VITA	DEL	DELMY33ZG
India	MAKEMYTRIP.COM (FARE XPERT)	DEL	DELMY34KL
India	MAKE MY TRIP.COM	DEL	DELMY34YZ
India	MAKE MY TRIP.COM	DEL	DELMY36FE
India	MAKE MY TRIP.COM	DEL	DELMY36RO
India	MAKE MY TRIP.COM	DEL	DELMY38DK
India	MAKE MY TRIP. COM	DEL	DELMY38RG
India	MAKEMYTRIP.COM	DEL	DELWI2202

**Confidential Treatment Requested**

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<b>Territory</b>	<b>Customer Office Name</b>	<b>Customer Office Location</b>	<b>Office ID</b>
India	MAKE MY TRIP INDIA PVT. LTD.	GAU	GAUMY3191
India	MAKEMYTRIP(INDIA) PVT LTD.	GOI	GOIMY3211
India	SHARMA TRAVEL - MMT FRANCHISE	HYD	HYDMY31XN
India	MAKE MY TRIP INDIA PVT. LTD.	HYD	HYDMY3716
India	MAKEMYTRIP INDIA PVT. LTD.	IDR	IDRMY3200
India	MAKEMYTRIP INDIA PVT. LTD.	ISK	ISKMY3127
India	RK ASSOCIATES(DE-INSTL WEF 19JAN17)	IXD	IXDMY3120
India	MAKE MY TRIP.COM	IXE	IXEVS3168
India	MMT FARANCHISE JAMMU- OSR TRAVELS	IXJ	IXJMY3150
India	OM SHUBH YATRA - MMT FRANCHISE	KNU	KNUMY3170
India	MAKE MY TRIP INDIA PVT. LTD.	LKO	LKOMY3216
India	MAKEMYTRIP INDIA PVT. LTD.	LUH	LUHMY3152
India	PRAGATHI TOURS(DEINSTALL WEF 13MAY16)	MAA	MAAMY31VF
India	BHANU ALI FLY TRAVELS - MMT FRANCHISE	MAA	MAAMY31VG
India	MAKEMYTRIP (INDIA) PVT.LTD.	MAA	MAAMY3879
India	MAKEMYTRIP INDIA PVT.LTD.	NAG	NAGMY3169
India	MAKEMYTRIP(INDIA) PVT LTD.	PNQ	PNQMY3480
India	YAATRA TOURS & TRAVELS - MMT FRANCHISE	PNY	PNYMY3201

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<b>Territory</b>	<b>Customer Office Name</b>	<b>Customer Office Location</b>	<b>Office ID</b>
India	MAKE MY TRIP	SHL	SHLMY3120
India	MAKE MY TRIP.COM	STV	STVMY3184
Singapore	LUXURY TOURS AND TRAVELS PTE. LTD	SIN	SINMY38BL
Thailand	INTERNATIONAL TOURS CENTRE CO., LTD./ITC	BKK	BKKIJ310V
Thailand	INTERNATIONAL TOURS CENTRE CO., LTD.	BKK	BKKIQ310Q
Thailand	INTERNATIONAL TOURS CENTRE CO.,LTD./ITC	BKK	BKKIQ340R
Thailand	INTERNATIONAL TOURS CENTRE CO.,LTD/I.T.C	BKK	BKKIW38C6
Thailand	INTERNATIONAL TOURS CENTRE CO., LTD.	BKK	BKKOK210R
Thailand	INTERNATIONAL TOURS CENTRE CO.,LTD.	BKK	BKKTG2517
Thailand	INTERNATIONAL TOURS CENTRE CO.,LTD	BKK	BKKTG25Y5
Thailand	MAKE MY TRIP/I T C	BKK	BKKTG27UJ
United Arab Emirates	MAKE MY TRIP C/O SNTTA	DXB	DXBAD38SS
United States	MAKE MY TRIP.COM	NYC	NYC1S21G7
United States	MAKE MY TRIP.COM	NYC	NYC1S21K0
United States	MAKEMYTRIP.COM INC	OAK	OAK1S214T

## Confidential Treatment Requested

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### **Exhibit 2** **Commercials**

1. **Booking Incentive**. Amadeus shall pay Customer an incentive per Eligible Booking (the “ **Booking Incentive** ”) as follows:

1.1 **India**

Table 1.1

XXXX	XXXX	XXXX	All Other Eligible Bookings*
XXXX	XXXX	XXXX	XXXX

\* Applies to Domestic and International Eligible Bookings, subject to exceptions listed in Exhibit 7

- (a) “ **Domestic** ” means an Air Booking on a city pair where the departure city and arrival city are both in the same country.
- (b) “**International**” means an Air Booking that is not a Domestic Booking.

1.2 **Other markets**

Table 1.2

Point of sale	Booking Incentive*
XXXX	XXXX
XXXX	XXXX
XXXX	XXXX
XXXX	XXXX

\* Applies to Domestic and International Eligible Bookings, subject to exceptions listed in Exhibit 7

2. **India Performance Bonus**. Amadeus shall pay the Customer a one-time performance bonus in the amount of XXXX(“ **Performance Bonus** ”) in recognition of Customer’s performance during 2017. Customer will submit an invoice to Amadeus for the Performance Bonus and the Performance Bonus will be paid by Amadeus within forty-five days (45) days of receipt of Customer invoice.
-

**Confidential Treatment Requested**

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3. **Strategic Partner Status**. Amadeus shall pay the Customer an amount of XXXX (“Product Fund”) subject to the following terms:
- 3.1 The Product Fund shall be utilized solely to offset charges for Amadeus products and services.
  - 3.2 The Product Fund may not be utilized for third-party products or for new products developed and customized by Amadeus specifically for Customer.
  - 3.3 In no event shall the Product Fund be paid out in cash, nor will unused portions of the Product Fund earned in a Year roll over subsequent Years.
-

**Confidential Treatment Requested**

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**Exhibit 3**  
**Products and Services**

Amadeus and/or the applicable Amadeus ACO will provide Customer Offices with the following products and services at the following charges which are exclusive of taxes which will be added, if applicable. Products and services not listed below will be charged, if ordered, at then prevailing rates or as otherwise agreed. Products and services not listed below will be charged, if ordered, at then prevailing rates or as agreed between the Parties. The below charges will be invoiced by Amadeus centrally, and Amadeus shall provide reports upon which the invoices are based.

<b>Product Description</b>	<b>Charges per Unit (USD)</b>	<b>Units</b>	<b>Comments</b>
Amadeus Ticket Changer (ATC) – Classic and Shopper	XXXX	XXXX	XXXX
Amadeus Mini-rules	XXXX	XXXX	XXXX
Amadeus Travel Alerts Notifier (ATAN)	XXXX	XXXX	XXXX
Amadeus Master Pricer Travelboard, Master Pricer Expert, Master Pricer Calendar	XXXX	XXXX	XXXX
Amadeus Central Transaction System Transactions (CST)	XXXX	XXXX	XXXX
Amadeus Web Services Development License fee	XXXX	XXXX	XXXX
Amadeus Web Services Development support and certification Fee	XXXX	XXXX	XXXX
Amadeus Web Services Late Development Fee	XXXX	XXXX	XXXX
Amadeus Web Services Transactions	XXXX	XXXX	XXXX

**Confidential Treatment Requested**

The portions of this document marked by “XXXX” have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

Product Description	Charges per Unit (USD)	Units	Comments
Master Pricer Instant Search MPIS 250	XXXX	XXXX	XXXX
Extreme Search	XXXX	XXXX	XXXX
Ghost Bookings	XXXX	XXXX	XXXX

## **Confidential Treatment Requested**

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### **Exhibit 7**

#### **Non- Eligible Bookings and Provider Programs**

1. “ **Non-Eligible Bookings** ” are Bookings that, unless otherwise expressly stated in this Exhibit, (i) are not counted towards any Eligible Booking volume calculations, and (ii) for which Amadeus pays no Incentives. Non-Eligible Bookings include:
    - (i) Unproductive Bookings (HX, UN, NO, UC);
    - (ii) Passive and ghost bookings;
    - (iii) Non-GDS bookings (bookings made outside of the Amadeus System);
    - (iv) Bookings made on airlines that connect to the Amadeus System via Amadeus Ticketless Access, Light Ticketing or similar connectivity (when appropriate);
    - (v) Bookings on content not in the Amadeus System as of the Effective Date;
    - (vi) All bookings of a Provider or specific bookings of a Provider, as indicated in Table 1 below; and
    - (vii) All bookings that have not been paid by the relevant Provider.
-



Amadeus will have the right to amend the Provider listing in Table 1 and Non-Eligible Bookings listed above by giving Customer three (3) months’ prior written notice (the “ **Notice** ”). If Customer objects to any such amendment, it must notify Amadeus no later than 60 days following the Notice, in which case Amadeus may engage in good faith discussions with Customer. If such amendment is made without any changes based on such good faith negotiations, and same affects Customer by more than 10% in terms of Incentive revenue under this Agreement when compared to the prior Year, then Customer may terminate this Agreement upon 90 days advance written notice, said notice to be provided to Amadeus no later than 30 days after Amadeus’ implementation of such amendment.

**Table 1**

POS Market	Provider Type	Provider Code	Provider Name	Booking type
Thailand	Airline	XXXX	XXXX	ALL
Thailand	Airline	XXXX	XXXX	Domestic
Thailand	Airline	XXXX	XXXX	Group Bookings
Thailand	Airline	XXXX	XXXX	Domestic
Thailand	Airline	XXXX	XXXX	Domestic
Singapore	Airline	XXXX	XXXX	ALL
Singapore	Airline	XXXX	XXXX	Group Bookings
Singapore	Airline	XXXX	XXXX	ALL
Singapore	Airline	XXXX	XXXX	ALL

**Confidential Treatment Requested**

The portions of this document marked by “XXXX” have been omitted pursuant to a request for confidential treatment under Rule 24b-2 under the Securities and Exchange Act of 1934, as amended, and have been filed separately with the Securities and Exchange Commission.

2. Notwithstanding anything to the contrary herein, Amadeus will pay the following incentives (or charge the indicated opt-in charge) for the indicated Bookings. For clarification, the following Bookings (i) are counted toward the Eligible Booking volume calculations under this Agreement and (ii) do not qualify for the Incentives on Exhibit 3 unless indicated otherwise in Table 2 below.

**Table 2**

POS Market	Provider Code	Provider Name	Type of segments	Incentive per Eligible Booking (USD)	Opt-in charge per Eligible Booking (USD)
USA	XXXX	XXXX	ALL	XXXX	XXXX
USA	XXXX	XXXX	ALL	XXXX	XXXX
USA	XXXX	XXXX	ALL	XXXX	XXXX
USA	XXXX	XXXX	ALL	XXXX	XXXX
USA	XXXX	XXXX	ALL	XXXX	XXXX
USA	XXXX	XXXX	ALL	XXXX	XXXX
Thailand	XXXX	XXXX	International	XXXX	
Singapore	XXXX	XXXX	ALL	XXXX	
India	XXXX	XXXX	ALL	XXXX	
India	XXXX	XXXX	ALL	XXXX	
Singapore	XXXX	XXXX	ALL	XXXX	

Significant Subsidiaries (1)

<u>Name of entity</u>	<u>Place of Incorporation</u>	<u>Ownership interest</u>
1. MakeMyTrip (India) Private Limited	India	100%
2. Ibibo Group Holdings (Singapore) Pte. Ltd.	Singapore	100%
3. Ibibo Group Private Limited	India	100%

Note:  
(1) As of March 31, 2018.

**Certification of Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Deep Kalra, certify that:

1. I have reviewed this annual report on Form 20-F of MakeMyTrip Limited (the “Company”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the company and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting.
5. The company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company’s auditors and the Audit Committee of the company’s Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company’s ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company’s internal control over financial reporting.

Date: June 20, 2018

By: /s/ Deep Kalra  
 Name: Deep Kalra  
 Title: Group Chief Executive Officer

**Certification of Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Mohit Kabra, certify that:

1. I have reviewed this annual report on Form 20-F of MakeMyTrip Limited (the “Company”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the company and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting.
5. The company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company’s auditors and the Audit Committee of the company’s Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company’s ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company’s internal control over financial reporting.

Date: June 20, 2018

By: /s/ Mohit Kabra  
 Name: Mohit Kabra  
 Title: Group Chief Financial Officer

**Certification of Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of MakeMyTrip Limited (the “Company”) hereby certifies, to such officer’s knowledge, that:

- (i) the accompanying annual report on Form 20-F of the Company for the year ended March 31, 2018 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 20, 2018

By: /s/ Deep Kalra  
Name: Deep Kalra  
Title: Group Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being “filed” either as part of the Report or as a separate disclosure statement, and is not to be incorporated by reference into the Report or any other filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The foregoing certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Certification of Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of MakeMyTrip Limited (the “Company”) hereby certifies, to such officer’s knowledge, that:

- (i) the accompanying annual report on Form 20-F of the Company for the year ended March 31, 2018 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 20, 2018

By: /s/ Mohit Kabra  
Name: Mohit Kabra  
Title: Group Chief Financial Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being “filed” either as part of the Report or as a separate disclosure statement, and is not to be incorporated by reference into the Report or any other filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The foregoing certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
MakeMyTrip Limited:

We consent to the incorporation by reference in the registration statement (No. 333-219337) on Form F-3, (No. 333-219342) on Form F-3, (No. 333-168880) on Form S-8, (No. 333-215814) on Form S-8 and (No. 333-218329) on Form S-8 of MakeMyTrip Limited of our reports dated June 19, 2018, with respect to the consolidated statements of financial position of MakeMyTrip Limited as of March 31, 2017 and 2018, and the related consolidated statements of profit or loss and other comprehensive income (loss), changes in equity, and cash flows for each of the years in the three year period ended March 31, 2018, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of March 31, 2018, which reports appear in the March 31, 2018 annual report on Form 20-F of MakeMyTrip Limited.

/s/ KPMG  
Gurugram, Haryana, India  
June 19, 2018