



LE TRAVENUES TECHNOLOGY LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

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LE TRAVENUES TECHNOLOGY LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Introduction

Le Travenues Technology Limited - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the “**Code**”) has been formulated in compliance with the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“**SEBI (PIT) Regulations**”).

SEBI (PIT) Regulations provides that the board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (“**UPSI**”) that it would follow in order to adhere to each of the principles set out in Schedule A of the SEBI (PIT) Regulations, without diluting the provisions of the said regulations in any manner. The Code has been approved by the board of directors (the “**Board**”) of Le Travenues Technology Limited (the “**Company**”) on August 03, 2021 and updated in compliance with the applicable regulations on June 12, 2024.

2. Definition

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992;
- b) “**Board**” means the board of directors of the Company;

Words and expressions used and not defined in this Code but defined in SEBI (PIT) Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder and Le Travenues Technology Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (“**LTTL Code of Conduct**”) shall have the meanings respectively assigned to them in those legislations as the context may so require.

3. Corporate Disclosure Policy

To ensure timely and adequate disclosure of UPSI, the practices and procedures set out in the Code shall be followed by the Company.

4. Disclosure of UPSI

- 4.1 The Company shall promptly make public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;

- 4.2 The Company may also consider uniform and universal dissemination of UPSI to avoid selective disclosure. In order to ensure universal dissemination, all UPSI will first be communicated to the stock exchanges where the securities of the Company are listed before this information is released to the investors, research analysts, media or any section of the public;
- 4.3 The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- 4.4 The text of all communications covering UPSI to the stock exchanges shall be approved by the Chairman, Managing Director & Group CEO or the Group General Counsel & Company Secretary of the Company before release.
- 4.5 The Company shall handle all UPSI on a need-to-know basis and shall disclose only to those who need the information to discharge their duties.

5. Policy on determination of legitimate purposes

- 5.1 Sharing of UPSI by an Insider in the ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, government/ statutory/ regulatory/ judicial authority, or other advisors or consultants shall be considered as “**Legitimate Purpose**”, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) Regulations.
- 5.2 The Chairman, Managing Director & Group CEO may authorise sharing of any UPSI for a special transaction that qualifies as a Legitimate Purpose for the purposes of the Policy.
- 5.3 Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as Insider for the purpose of the SEBI (PIT) Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the SEBI (PIT) Regulations.

6. Inquiry in case of leak of Unpublished Price Sensitive Information

- 6.1 Constitution of Inquiry Committee

The Inquiry Committee shall consist of the following:

- a. The Chairman, Managing Director & Group CEO, Chairman;
- b. Group Chief Financial Officer, Member;
- c. Group General Counsel & Company Secretary, Member and
- d. Group Vice President HR, Member.

6.2 The Inquiry Committee shall deal with any leak of UPSI or suspected leak of UPSI and initiate appropriate inquiry proceedings on becoming aware of any leak of UPSI or suspected leak of UPSI and report the leaks, inquiries and result of such inquiries to the Board.

6.3 Quorum of Inquiry Committee

While conducting an inquiry, a minimum of three members of the Inquiry Committee shall be present. The Inquiry Committee if deems necessary may require additional persons or third parties to also attend and participate in an inquiry conducted by the Inquiry Committee. If a minimum of three members of the Inquiry Committee are not present or not available, or any member of the Inquiry Committee is under investigation, then the Board shall have the power to nominate alternate member(s) in place of the member who is not available or cannot be present to conduct the inquiry.

6.4 Powers of the Inquiry Committee

- The Inquiry Committee shall have the powers to summon and enforce the attendance of any person and conduct an examination, request the discovery and production of documents and / or any other matter which may be prescribed and deemed necessary for the inquiry process;
- Any refusal by any employee of the Company to attend the inquiry proceedings when summoned or to provide to the Inquiry Committee any documents and / or information within his / her power or possession shall constitute a misconduct, rendering such employee for adverse action as the Inquiry Committee or Board deems fit;
- The Inquiry Committee itself may, *suo moto*, call for the details of any leak or suspected leak of UPSI or upon receipt of any such information, may investigate or deal with such matter in compliance with the Code. The Inquiry Committee may seek information from any person/department for conducting the inquiry proceedings about the leak or suspected leak of UPSI;
- The Inquiry Committee shall have the power to initiate disciplinary proceedings against any person who fails, without sufficient cause, to present himself / herself before the Inquiry Committee for providing the requisite information, details or documents for the purpose of inquiry. The inquiry shall be completed by the Inquiry Committee in a timely manner;
- Upon perusal of information received during the inquiry proceedings, if the Inquiry Committee concluded leak or suspected leak of UPSI, the Inquiry Committee shall submit its report and recommendations to the Board; and

- The Board shall take such action as prescribed under LTTL Code of Conduct, applicable laws or SEBI (PIT) Regulations.

7. Overseeing and coordinating disclosure

- 7.1 The Group Chief Financial Officer of the Company shall be the Chief Investor Relation Officer (“**CIRO**”) for the purpose of this Code. The CIRO will deal with the dissemination of information and disclosure of UPSI. In addition to the CIRO, the Chairman, Managing Director & Group CEO or any other person authorised by them, shall be authorised to communicate with the Investors; and
- 7.2 The CIRO shall be responsible for ensuring that the Company complies with continual disclosure requirements, overseeing and coordinating disclosure to stock exchanges and shareholders and educating staff on disclosure policies and procedure.

8. Responding to market rumours

- 8.1 Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the CIRO who shall in consultation with the Chairman, Managing Director & Group CEO or Group General Counsel & Company Secretary of the Company decide on the response/clarification.
- 8.2 On receipt of requests from any of the stock exchanges for verification of market rumours, the CIRO shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests.
- 8.3 The Company will, subject to non-disclosure obligations, aim to provide an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- 8.4 As a general practice, the Company will consistently ignore speculative reports that appear in the press or in the electronic media. However, if a rumour or a press report is likely to impact the business of the Company in a significant manner or results in material price movement, a suitable communication responding to market rumours shall be finalised and reported to the Stock Exchanges and external agencies within 24 hours from the trigger of material price movement after consultation with Chairman, Managing Director & Group CEO or Group General Counsel & Company Secretary

9. Dissemination of UPSI with special reference to analysts, institutional investors

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

- 9.1 The Company shall provide only public information to the analysts/research persons/ large investors like institutions or media representatives. Alternatively, the information given to the analysts should be simultaneously made public at the earliest. In no case shall UPSI be provided.
- 9.2 The Company should be careful when dealing with questions from analysts that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 9.3 When the Company organizes meetings with analysts or investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analyst meets or investor relations conferences or make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

10. Medium of Disclosure / Dissemination

- 10.1 Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination;
- 10.2 The Company shall ensure that disclosure to stock exchanges is made promptly within stipulated timelines, if any;
- 10.3 The Company may also facilitate disclosure through the use of their dedicated internet website; and
- 10.4 The information filed by the Company with the Stock Exchanges under continuous disclosure requirement may be made available on the Company website.

11. Silent Period

During the period when the Trading Window is closed (“**Silent Period**”) before the announcement of quarterly or annual financial results, no officer of the Company shall discuss or comment on any aspect of the performance of the Company to any market participant or any member of the media in order to avoid any inadvertent disclosure of UPSI on selective basis.

12. Amendment

The Board reserves the right to modify and/or amend the Code at any time. The Code (as amended from time to time), shall be published on the website of the Company at www.ixigo.com

Annexure 1

Policy for Determination of Legitimate Purpose

1. Introduction

This Policy for Determination of Legitimate Purpose (the “**Policy**”) has been formulated in compliance with the provisions of Regulation 3(2A) of SEBI (PIT) Regulations as a part of the Code and has been adopted to determine Legitimate Purposes for sharing UPSI.

2. Determination of Legitimate Purpose

Legitimate Purpose shall include sharing of UPSI in the ordinary course of business, on a need-to-know basis, by an Insider with partner(s), collaborator(s), lender(s), analyst(s), bank(s), consultant(s), customer(s), supplier(s), merchant banker(s), lawyer(s), legal advisor(s), auditor(s), insolvency professional(s) or other advisor(s) or consultant(s) or any intermediary(s) or fiduciary(s) for the purpose of:

- i. performance of duties;
- ii. discharge of contractual obligations;
- iii. pursuance of envisaged corporate actions resulting to UPSI;
- iv. discharge of Regulatory/ Statutory Obligation;
- v. evaluation of business opportunities; and
- vi. other bonafide purposes on need basis.

Provided that the intent not being to evade or circumvent the prohibitions under the Code for Regulating, Monitoring and Reporting of Trading by Designated Persons and the provisions of the Regulations.

The determination of Legitimate Purpose would be a subjective assessment and would have to be evaluated on a case to case basis. As such, an exhaustive list of the events and circumstances that would always be considered legitimate for sharing UPSI cannot be specified. However, in addition to the above, sharing of UPSI in following circumstances, will also be deemed to be for a Legitimate Purpose:

- a) Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, and not to transact in the Company’s Shares on the basis of such information;
- b) Sharing for the purposes of obtaining regulatory licenses and approvals;
- c) Sharing for obtaining various credit facilities or loans, giving guarantees, or providing security from/to banks, financial institutions, or other lenders.
- d) Sharing information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services;

- e) Sharing for obtaining advice or/ and transaction support for evaluating new products, business opportunities and lines of business;
- f) Sharing for the process related to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- g) Sharing for a genuine, reasonable or a bonafide business determined by the CIRO in conjunction with the Managing Director or Chief Executive Officer or Chief Financial Officer or Compliance Officer or Company Secretary of the Company;
- h) Procuring /sharing of UPSI in the ordinary course of business for the purpose of consolidation of accounts.
- i) Sharing of UPSI in furtherance of performance of duties (including any corporate or fiduciary duties) and obligations of a person in their capacity as an employee or Director of the Company as per the terms of his / her employment or appointment and/or the applicable laws.
- j) Arising out of business requirement including requirement for the purposes of promoting the business and strategies of organisation.
- k) Sharing of UPSI for any purpose for performance of routine operations of the Company and/ or for the furtherance of business, strategies or objectives of the organisation.
- l) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force.

In case of any doubt, the Compliance Officer may be consulted for determining Legitimate Purpose before sharing any UPSI. Further, while making such determination, due regard shall be given to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time. In the event there are several purposes for which UPSI is proposed to be shared, each such purpose should be evaluated on its merits, in line with the above principles.

All persons sharing UPSI shall ensure compliance with all applicable provisions of the Code, LTTL Code of Conduct, SEBI (PIT) Regulations and any other Company mandated policies pertaining to sharing/disclosure of UPSI.

3. Restrictions on communication and trading by insiders

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as an Insider for the purpose of the SEBI (PIT) Regulations and will have a duty and responsibility to maintain its confidentiality by way of execution of agreements to contract confidentiality / Non-Disclosure Agreements. Such recipient shall keep information so received confidential, except for the limited purpose as defined in this

Code and shall not otherwise trade in Securities of the Company when in possession of UPSI or even communicate UPSI.

The Insider will obtain Company's prior written consent, in case UPSI received by the Insider is proposed to be used by the Insider for purpose other than the initial legitimate purpose for which the Company has provided UPSI.

4. Structured Digital Database

The Board shall ensure that, a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also names of such persons with whom information is shared under the Regulations along with the permanent account number or any other identifier authorised by law where permanent account number is not available. Such database shall not to be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.