



LE TRAVENUES TECHNOLOGY LIMITED

**CODE OF CONDUCT FOR DIRECTORS AND
SENIOR MANAGEMENT**

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Le Travenues Technology Limited Code of Conduct For Directors And Senior Management

1. Introduction

Le Travenues Technology Limited - Code of Conduct for Directors and Senior Management (the “**Code**”) has been formulated in compliance with the provisions of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). The Listing Regulations provides that the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013. The Code has been approved by the board of directors of Le Travenues Technology Limited on August 03, 2021.

2. Definitions

- (i) “**Act**” means the Companies Act, 2013 as amended from time to time read with the rules framed thereunder (as amended).
- (ii) “**Board**” means the board of directors of the Company, as constituted from time to time.
- (iii) “**Company**” means Le Travenues Technology Limited.
- (iv) “**Body Corporate**” shall have the same meaning as defined under sub-section (11) of Section 2 of the Act.
- (v) “**Compliance Officer**” shall mean the company secretary of the Company appointed under Section 203 of the Act read with Regulation 6 of the Listing Regulations.
- (vi) “**Directors**” shall mean all directors, including Independent Directors of the Company.
- (vii) “**Independent Director**” shall have the same meaning as defined under Regulation 16(1)(b) of the Listing Regulations.
- (viii) “**Key Managerial Personnel**” shall have the same meaning as defined under Regulation 2(o) of the Listing Regulations.
- (ix) “**Relative**” shall have the same meaning as defined under Regulation 2(zd) of the Listing Regulations.
- (x) “**Securities**” shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

- (xi) **“Senior Management”** shall have the same meaning as defined under Regulation 16(1)(d) of the Listing Regulations.
- (xii) **“Stock Exchange”** shall mean the stock exchange where securities of the Company are listed.
- (xiii) **“Subsidiary”** shall mean a subsidiary as defined under sub-section (87) of Section 2 of the Act.
- (xiv) **“Unpublished Price Sensitive Information”** shall mean any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting(s), disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel;

All other words and expressions used but not defined in this Code but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them under such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. **Applicability**

This Code is applicable to all the Directors and Senior Management of the Company and its Subsidiaries.

4. **Compliance with Applicable Laws & Company’s Policies**

The Directors and Senior Management shall comply with all applicable laws, rules, regulations and guidelines, in all areas and geographies where the Company operates. It is therefore desirable that Directors and Senior Management acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks, and to know when to seek advice from the legal department.

Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with Listing Regulations and other applicable provisions, including but not limited to Le Travenues Technology Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

and Le Travenues Technology Limited - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

5. Independent Directors

Apart from the Code, the Company and the Independent Directors shall also abide by the provisions specified in Schedule IV of the Act setting out a Code for Independent Directors.

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 are set out in Annexure - A.

6. Guidelines for Conduct

Every person to whom the Code is applicable, shall conduct the affairs of the Company and perform his duties with due care, diligence, dignity, honesty and integrity and shall conform to the highest moral and ethical standards and at all times, be loyal to the Company and act in good faith and in the best interest of the Company.

Besides the duties and responsibilities cast upon Directors by applicable laws, the Articles of Association of the Company and provisions of the Code, set out hereinbefore, a Director of the Company is also expected to:

- a) make reasonable efforts to attend the Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;
- b) inform the Chairman of the Board or to the Company Secretary of the Company well in advance in case, if he is not in a position to attend a Board / committee meeting and apply for the grant of leave of absence;
- c) dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
- d) notify the other Directors about the material personal interest in any matter and must not vote on such matter;
- e) bring an open and independent mind to the Board / committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- f) treat each other with courtesy and observe the other guidelines set out in the Code;
- g) act in a cooperative and respectable manner with their colleagues;
- h) maintain order and decorum at the meetings and obey the directions given by the Chairman;
- i) comply with all applicable laws, regulations, confidentiality obligations and Company's policies; and
- j) not accept gifts from persons or firms who deal with the Company where the gift is being made in order to influence the director's actions as a member of the

Board, or where acceptance of the gift could create the appearance of a conflict of interest.

7. Honest and Ethical Conduct

Directors and Senior Management are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company's sponsored business and social events, or at any other place where they are representing the Company.

8. Conflict of Interest

- a) Directors and Senior Management must avoid situations wherein; financial or personal considerations tend to compromise the exercise of professional judgments in discharge of their duties.
- b) In addition to mandatory disclosures, Directors and Senior Management shall disclose their association with any other company which, in their judgement, may lead to conflict of interest with the Company.
- c) Directors and Senior Management are advised to avoid conducting the Company's business with a Relative, or with a business in which a Relative is associated in any significant role.
- d) Directors and Senior Management shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by management and must never be used for unauthorized purposes.
- e) Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. Directors and Senior Management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature.

9. Privacy and Confidentiality

Directors and Senior Management must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Directors and Senior Management.

10. Corporate Business Opportunities

Corporate Business Opportunities here means those opportunities, which are made available to the Company, and which are known to the Directors / Senior Management due to the position held by them in the Company. The Directors / Senior Management shall not utilise such opportunities for their personal benefit. However,

once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

11. Fair Dealing

Directors and Senior Management shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employee, customer, supplier or any business partner.

12. Health, Safety and Environment

The Company believes in sustainable development and is committed to being a responsible corporate citizen. To uphold the Company's interest and preserve the quality of life of all concerned, the business and operations of the Company shall be conducted in an environmentally friendly manner and provide a safe and healthy working environment to its employees.

Directors and Senior Management shall ensure compliance with all applicable environmental, safety and health laws and regulations and internal policies.

13. Company Property

Directors and Senior Management have a fiduciary relationship with the Company, and they should act like a trustee for the Company's property / assets as well as the property / assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Senior Management shall not use these assets / property except as specifically authorised and that too only for the purpose of Company business.

14. Declaration for Compliance with the Code

The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in **Annexure - B**.

The annual report of the Company shall carry a declaration signed by the Managing Director/ Chief Executive Officer of the Company stating that the members of Board and Senior Management have affirmed compliance with the Code.

15. Reporting and Investigation

Suspected violations of the Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately

investigated, and action will be taken on the conclusion of the enquiry by the Board which may even include a request to resign as Director or Senior Management of the Company, if permitted by applicable laws and is in the best interest of the Company.

16. 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 - A

Duties of Independent Directors

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 are as follows:

The independent directors shall

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Annexure - B

Affirmation By Director / Senior Management With Code Of Conduct

To,
The Board of Directors,
Le Travenues Technology Limited,
Second Floor, Veritas Building,
Sector - 53, Golf Course Road,
Gurugram - 122 002, Haryana, India

Dear Sirs / Madam,

Sub: Annual confirmation for compliance with Le Travenues Technology Limited - Code of Conduct for Directors and Senior Management (the "Code")

I refer to the Code posted on the website of the Company www.ixigo.com and hereby confirm having read the Code and affirm compliance with the same.

Signature :

Name :

Designation :

DIN/PAN :

Place :

Date :