

Rategain Travel Technologies Limited*

CODE OF CONDUCT OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. PREAMBLE

As part of Company's commitment to transparency and good governance, this Code of practices and procedures for fair disclosure of unpublished price sensitive information has been framed with an objective to preserve the confidentiality of unpublished price sensitive information and to ensure fairness in dealing with all stakeholders. This Code is made pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. Capitalised terms used but not defined in this Code, shall have the meaning as ascribed to such terms under the Company's Code of Conduct to regulate, monitor and report trading by Designated Persons in Securities of the RateGain Travel Technologies, as amended from time to time ("Insider Trading Code/Policy").

II. SCOPE AND OBJECTIVE

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board.

III. COMPLIANCE OFFICER

The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the compliance officer to ensure compliance with the provisions of this Code. All reports, complaints, doubts or concerns in relation to matters covered by this Code should be raised by the relevant Designated Persons to the Compliance Officer. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

IV. DEFINITIONS

"Act" means the Companies Act, 2013, ('Act') read with the Rules thereto including any subsequent amendments thereof.

"Applicable laws" means Securities Laws, Listing Regulations and other laws and statutes applicable to the Company.

"Board" means board of directors of the Company as constituted from time to time.

“Code” or “UPSI” shall mean code of conduct of practices and procedures for fair disclosure of unpublished price sensitive information as amended from time to time.

“Company” or “RateGain” or “Rategain Travel Technologies” means RateGain Travel Technologies Limited

“Chief Investor Relations Officer” means the Compliance Officer of the Company has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI.

“Director” means a member of the Board;

“SEBI Listing Regulations” means SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

“Year” means financial year.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 or any other applicable law or regulation and as amended from time to time.

V. PRACTICES AND PROCEDURES

The following principles of fair disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company with immediate effect:

- a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.

- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) Improvements in investor access to public announcements in addition to release of information to Stock Exchanges.
- h) Company has designated the Compliance Officer to oversee corporate disclosure.
- i) Compliance Officer will ensure that the Company complies with continuous disclosure requirements. He will co-ordinate disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media which will be approved by him in advance.
- j) The Compliance Officer and / or the Chief Executive Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying any news for effectively responding to market gossips.
- k) The Company will make timely and adequate disclosure of shareholding/changes in ownership/ownership by major shareholders required under the Regulations/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchanges.
- l) The Company shall notify the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of an off-market trade between Insiders who are in possession of UPSI, such off-market trades shall be reported by the Insiders to the Company within two working days.
- m) The Company shall handle all UPSI on a need-to-know basis

VI. LEGITIMATE PURPOSE

The UPSI can be shared as an exception for Legitimate Purposes (as per its "Policy for determination of Legitimate Purposes" (**Annexure A**), provided it is not shared to evade or circumvent the prohibition under the Regulation), performance of duties, or discharge of legal obligations.

VII. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of UPSI.

VIII. OTHER REQUIREMENTS

- a) The Company shall adhere to the prescribed standards, under the Insider Trading Policy.
- b) The Board of Directors shall ensure that a structured digital database is maintained, as per the regulatory requirements, containing the following information:
 - Nature of unpublished price sensitive information;
 - Names of such persons who have shared the UPSI;
 - Names of such persons with whom such UPSI is shared;
 - PAN or any other identifier authorized by law where PAN is not available.

Such database shall not 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 of Directors shall further ensure that the structured digital database shall be preserved for a period of minimum eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

IX. MISCELLANEOUS

- a) Any words used in this code but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder, as may be amended from time to time.
- b) In case of any doubt, ambiguity, dispute or difference arise out of the meaning/interpretation of any word or provision in this Code, the same shall be referred to the board and the decision of such Board in such case shall be final.
- c) The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and further the objective of good corporate governance.
- d) This Code shall come into force on the date it is approved by the Board of the Company i.e., with effect from 05th August, 2021.

X. REVIEW AND AMENDMENTS

- a) Company's Board will monitor the effectiveness and review the implementation of this Code, considering its suitability, adequacy and effectiveness or ensure it meets the requirements of legislation.
- b) Company reserves the right to vary and/or amend the terms of this Code from time to time.

- c) This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

XI. DISCLOSURES

- a) Appropriate disclosures as required under the Act and the Listing Regulations shall be made as applicable.
- b) The company shall disclose this code on the website of the Company i.e., at <https://rategain.com> and a web link in the Annual report.

XII. DISCLAIMER

In the event, any provisions contained in this Code is inconsistent with the provisions contained in the Listing Regulations, the Companies Act, 2013 or Accounting Standards, etc. or any amendments thereto, (Regulatory Acts), the provisions contained in the Regulatory laws will prevail.

Annexure-A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

This Policy, as a part of “Code of practices and procedures for fair disclosure of unpublished price sensitive information”, formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy", and is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVE

The objective of this Policy is to identify ‘Legitimate Purposes’ which will be considered as exception for the purpose of sharing / procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. LEGITIMATE PURPOSES

"**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code, the Insider Trading Policy and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Insider Trading Policy and the Regulations.

4. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

Annexure

Document Control Section

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| Document Name | |
| Abstract | |
| Security Classification | |
| Location | |

Authorization

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| Document Author | Document Owner | Reviewed By | Approved By |
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Review and Amendment Log

| Version | Modification Date | Section | Amendment/ Modification/Deletion | Brief Description of Change / Review |
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