

POLICY ON RELATED PARTY TRANSACTIONS OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED ('THE COMPANY')

I. PREAMBLE

The Board of Directors (the "Board") of the Company understands the importance of stakeholder's confidence and trust in the Company. In order to preserve the same with transparency and to ensure that there is no conflict of interest inflicting any apprehension in the minds of its stakeholders, the Board of the Company, acting upon the recommendation of its Audit Committee (the "Committee"), has adopted the following policy and procedures with respect to Related Party Transactions of the Company.

II. SCOPE AND OBJECTIVE

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the Company and its Shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulation 23") and as amended from time to time, RateGain Travel Technologies Limited ("Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations, 2015 requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In the light of the above, the Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Committee. Going forward, the Committee will review and amend the Policy, as and when required, subject to adoption by the Board.

The objective of this Policy is not only in the best interests of its stakeholders but also to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 of the SEBI Listing Regulations, 2015 and any other laws and regulations as may be applicable to the Company.

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 Policy ("Compliance Officer") and the same shall be notified to the Designated Persons. The Chief Financial Officer has been designated as the Compliance Officer. All reports, complaints, doubts or concerns in relation to matters covered by this Policy should be raised by the relevant Designated Persons to the Compliance Officer.

Initially approved by the Board of Directors of the Company on August 5, 2021 (Revision – May 16, 2022)

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.

“Arm’s length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

“Audit Committee” means Audit Committee of the Board of Directors of the Company. “Board” means Board of directors of the Company as constituted from time to time. “Company” means RateGain Travel Technologies Limited

“Group Company” of “Group Companies” means RateGain Travel Technologies Limited, the Holding Company its Subsidiaries and Associate Companies.

“Key Managerial Personnel” or “KMP” shall have the meaning as defined in the Companies Act 2013 and as amended from time to time

“Material Related Party Transactions (RPT)” or “Material RPT” means a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower, as defined under Regulation 23 of the Listing Regulations and the contracts or arrangements given under Companies Act, 2013. Transaction involving payment made to related party with respect to brand usage or royalty, exceeding 5% of annual consolidated turnover of the Company as per the last audited financial statement, shall also be considered as material Related Party Transaction under Listing Regulations. Provided that in case of any amendment to the Act or Listing Regulations, definition of Material transactions will be deemed to be changed without any further approval of Committee or Board.

Material Modifications

“Ordinary course of business” means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines.

“Regulation 23” means the Regulation no. 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time

Related Party” or “RP” is a party as defined in Section 2(76) of the Companies Act, 2013 read with Rules thereto and clause (zb) of Regulation 2 of the Listing Regulations along with Indian Accounting Standard (IndAS) 24

“Related Party Transactions” or “RPTs” means transactions as given under clause (a) to (g) of subsection (1) of Section 188 of the Act and the corresponding Rules thereto and as defined in clause (zc) of Regulation 2 of the Listing Regulations. These include, but not limited to, sale, purchase, leasing or supply of goods or property, availing/ rendering of any services, appointment of agents for any of these transactions, underwriting of securities and transfer of resources, services or obligations, leasing of property of any kind, Usage of Intellectual Property Rights between the Company and its related party(s), regardless of whether a price is charged or not.

“Relative” with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder

“Policy” means this policy, for Determining Material Related Party Transactions formulated by the Company.

“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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

V. MATERIALITY THRESHOLDS

Materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the related parties of a Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the shareholders resolution on material RPT).

Company has fixed the following materiality threshold for the purpose of Regulation 23(1), 23(1A), 23(2), 23(4) of the SEBI Listing Regulations:

1. Payment to a Related Party with respect to brand usage or royalty – 5% of the annual consolidated turnover of the Company as per the last audited financial statements.
2. Other transactions with a Related Party - Exceeds rupees 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower.

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years and updated accordingly.

VI. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

1. IDENTIFICATION OF RELATED PARTIES

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1) (zb) of the SEBI Listing Regulations.

2. IDENTIFICATION OF RELATED PARTY TRANSACTIONS

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations. The Company will also determine whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company will seek external expert opinion, if necessary.

3. PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION

3.1. Approval of the Audit Committee

All RPTs shall be referred to the Audit Committee for prior approval, irrespective of its materiality. The Audit Committee shall also approve any subsequent modification of RPTs. Chief Financial Officer will refer RPTs to Audit Committee for such approval. Further, any variations against the pre-approved transactions will be placed before the Audit Committee for ratification.

Any member of the Audit Committee who has a potential interest in any related party transaction will absent himself/herself and abstain from discussion and voting on the approval of the related party transaction.

The Audit Committee will take into account following considerations while dealing with the RPTs: -

- a) Type, material terms and particulars of the proposed transaction;
- b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);
- c) Tenure of the proposed transaction (particular tenure shall be specified);
- d) Value of the proposed transaction;
- e) The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);

- f) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:
 - i. details of the source of funds in connection with the proposed transaction;
 - ii. where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,
 - a) nature of indebtedness;
 - b) cost of funds; and
 - c) tenure;
 - iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- g) Justification as to why the RPT is in the interest of the Company;
- h) A copy of the valuation or other external party report, if any such report has been relied upon;
- i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- j) Any other information that may be relevant

The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Only those members of the Audit Committee who are Independent Directors shall approve related party transactions.

RPTs to which the subsidiary of the Company is a party but the Company itself is not a party, shall require prior approval of the Audit Committee of the Company, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover, as per the last audited financial statements of the Company.

W.e.f. April 1, 2023, a RPT to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary;

Prior approval of the Audit Committee of the Company shall not be required for a RPT to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15 (2) of SEBI Listing Regulations are applicable to such listed subsidiary. For

RPTs of unlisted subsidiaries of a listed subsidiary as referred to in this clause, the prior approval of the audit committee of the listed subsidiary shall suffice.

3.2. Omnibus Approval

The Audit Committee shall take into account following considerations while granting omnibus approval for RPTs, of repetitive nature, The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval which shall include the following namely:

- a. The proposed RPTs shall be repetitive in nature, at arm's length & in Ordinary course of business and the Audit Committee shall satisfy itself that such omnibus approval is in the interest of the Company;
- b. Maximum value of RPTs that can be allowed under the omnibus approval route, in a financial year shall not exceed 10% (Ten Percent) of the Turnover on the basis of audited consolidated financial statements of the Company for the preceding financial year;
- c. Maximum value per transaction under the omnibus approval route, in a financial year shall not exceed 2% (Two Percent) of the Turnover on the basis of audited consolidated financial statements of the Company for the preceding financial year;
- d. Disclosures to be made to the Audit Committee at the time of seeking omnibus approval shall include the details like name of the related party, nature of transaction, duration of transaction, maximum aggregate value of the transactions during the financial year, indicative base price or current contracted price and the formula for variation, if any and whether the transaction is at an arm's length and in the ordinary course of business;
- e. RPTs entered into by the Company pursuant to the omnibus approval shall be reviewed by the Audit Committee on a quarterly basis;
- f. Omnibus approval shall not be given for transactions of sale or disposal of the undertakings of the Company;
- g. Omnibus approval shall be valid for a period of one financial year and shall require fresh approval after expiry of such financial year; and

h. RPTs which cannot be foreseen and where the details prescribed in the criteria for seeking omnibus approval are not available, the Audit Committee may grant omnibus approval upto Rs. 1 crore per transaction.

(i) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely: -

- repetitiveness of the transactions (including past period or in future);
- justification for the need of omnibus approval

Any other conditions as the Audit Committee may deem fit.

3.3. Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- (i) Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- (ii) Transactions which are in the ordinary course of business and at arm's length basis, but which as per Audit Committee requires Board approval.
- (iii) Transactions meeting the materiality thresholds laid down in the Policy, which are intended to be placed before the shareholders for approval.

3.4. Approval of the Shareholders of the Company

All material RPTs and subsequent material modifications as defined by the Committee shall require prior approval of the shareholders through resolution.

For this purpose, none of the related parties of the Company shall vote to approve on such shareholders' resolution irrespective of whether the entity is a related party to the particular transaction or not.

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

- a. A summary of the information provided by the management of the Company to the audit committee as specified in clause 3.2 above;

- b. Justification for why the proposed transaction is in the interest of the Company;
- c. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified under clause 3.2(f) above;
- d. A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;
- e. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
- f. Any other information that may be relevant.

Prior approval of the shareholders of the Company shall not be required for a RPT to which the listed subsidiary is a party but the Company is not a party, if Regulation 23 and Regulation 15 (2) of SEBI Listing Regulations are applicable to such listed subsidiary. For related party transactions of unlisted subsidiaries of a listed subsidiary as referred in this clause, the prior approval of the shareholders of the listed subsidiary shall suffice.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not at Arm's Length or not in the ordinary course of business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

However, the requirement of shareholders' approval for Material Related Party Transactions shall not be applicable for the following cases:

- transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved.
- transactions entered into between the company and its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.
- Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

VII. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of

reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation by the defaulting person (as may be decided by the Audit Committee) to the related party or the Company as the case may be, etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within 3 months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it.

VIII. MISCELLANEOUS

- Any words used in this policy 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 or SEBI Listing Regulations made thereunder.
- In case of any doubt, ambiguity, dispute or difference arise out of the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee, and the decision of such Committee shall be final.
- The Board or Committee may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.
- This Policy shall come into force on the date it is approved by the Board of the Company i.e., with effect from 05th August, 2021.

IX. POLICY REVIEW AND AMENDMENTS

- Any Changes to the policy on account of regulatory requirements will be reviewed and approved by the Audit Committee or the Board or Chief Financial Officer of the Company subject to approval of Audit Committee. The Audit Committee/ Board will give suitable directions/ guidelines to implement the same.
- Company's Board will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.
- Company reserves the right to vary and/or amend the terms of this Policy from time to time.

X. DISCLOSURES

Appropriate disclosures as required under the Act and the Listing Regulations shall be made in the Annual Return, Directors Report, to the Stock Exchanges and at the website of the Company

i.e. www.rategain.com, as applicable.

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.

XI. DISCLAIMER

- The Policy does not constitute a commitment regarding the future events and transactions of Company, but only represents a general guidance regarding Related Party Transactions. The policy does not in any way restrict the right of the Board to use its discretion and the Board reserves the right to depart from the policy as and when circumstances so warrant.
- In the event, any provisions contained in this Policy 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 Acts will prevail.
- Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward- looking statements in the Policy.