

## LE TRAVENUES TECHNOLOGY LIMITED

Registered Office: Second Floor, Veritas Building, Sector - 53,

Golf Course Road, Gurugram - 122 002, Haryana, India.

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### NOTICE

NOTICE is hereby given that the eighteenth Annual General Meeting of the members ("**AGM**") of Le Travenues Technology Limited (the "**Company**") will be held on Monday, September 30, 2024, at 02:00 PM (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") facility i.e., e-AGM via InStaMeet by Link Intime India Private Limited, to transact the following business:

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements:

- the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board and Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon.

##### 2. To appoint a director in place of Mr. Shailesh Lakhani (DIN: 03567739), who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 3. Re-appointment of Mr. Arun Seth (DIN: 00204434) as an Independent Director.

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Arun Seth (DIN: 00204434), who was appointed as an Independent Director of the Company by the members on July 29, 2021 for a term of three years up to July 28, 2024, and who is eligible for re-appointment for a second term, and in respect of whom, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board has reappointed him for the second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever is earlier, and shall continue to be entitled to receive such sitting fees for attending meetings of the board of directors (the "**Board**") or any committees thereof and such other compensation as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

##### 4. Re-appointment of Mr. Mahendra Pratap Mall (DIN: 02316235) as an Independent Director.

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Mahendra Pratap Mall (DIN: 02316235), who was appointed as an Independent Director of the Company by the members on July 29, 2021 for a term of three years up to July 28, 2024, and who is eligible for re-appointment for a second term, and in respect of whom, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board has reappointed him for the second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever is earlier, and shall continue to be entitled to receive such sitting fees for attending meetings of the board of directors (the "**Board**") or any committees thereof and such other compensation as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

##### 5. Re-appointment of Mr. Rahul Pandit (DIN: 00003036) as an Independent Director.

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions,

if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Rahul Pandit (DIN: 00003036), who was appointed as an Independent Director of the Company by the members on July 29, 2021 for a term of three years up to July 28, 2024, and who is eligible for re-appointment for a second term, and in respect of whom, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board has reappointed him for the second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever is earlier, and shall continue to be entitled to receive such sitting fees for attending meetings of the board of directors (the **"Board"**) or any committees thereof and such other compensation as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

**6. Re-appointment of Mr. Rajesh Sawhney (DIN: 01519511) as an Independent Director.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Rajesh Sawhney (DIN: 01519511), who was appointed as an Independent Director of the Company by the members on July 29, 2021 for a term of three years up to July 28, 2024, and who is eligible for re-appointment for a second term, and in respect of whom, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board has reappointed him for the second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever is earlier, and shall continue to be entitled to receive such sitting fees for attending meetings of the board of directors (the **"Board"**) or any committees thereof and such other compensation as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

**7. Re-appointment of Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Director.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Ms. Shuba Rao Mayya (DIN: 08193276), who was appointed as an Independent Director of the Company by the members on July 29, 2021 for a term of three years up to July 28, 2024, and who is eligible for re-appointment for a second term, and in respect of whom, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board has reappointed her for the second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or until she attains the age of 75 years, whichever is earlier, and shall continue to be entitled to receive such sitting fees for attending meetings of the board of directors (the **"Board"**) or any committees thereof and such other compensation as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution without being required to seek any further consent or approval of the members and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

**8. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2012 ("ESOS 2012")**

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may

be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the "**Company**") and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2012 ("**ESOS 2012**" or "**Scheme**") as originally formulated and approved by the board of directors (the "**Board**") at its meeting held on March 19, 2012 and by the shareholders at the annual general meeting of the Company held on September 20, 2012, and subsequently modified by the shareholders on July 05, 2021 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 711,200 options (including 634,668 options already been granted prior to IPO and are in force and the remaining 76,532 options are available for grant), convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other

reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2012) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2012.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe"

#### 9. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2013 ("**ESOS 2013**")

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the "**Act**"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the "**Company**") and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2013 ("**ESOS 2013**" or "**Scheme**") as originally formulated and approved by the board of directors (the "**Board**") at its meeting held on December 13, 2012 and by the shareholders at the annual general meeting of the Company held on September 30, 2013, and subsequently modified by the shareholders on July 05, 2021 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 1,967,191 options (including 1,500,504 options already been granted prior to IPO and are in force and the remaining 466,687 options are available for grant), convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and

conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2013) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe”

#### 10. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2016 (“ESOS 2016”)

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

“**RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may

be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the “Company”) and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2016 (“ESOS 2016” or “Scheme”) as originally formulated and approved by the board of directors (the “Board”) at its meeting held on December 20, 2016 and by the shareholders at the extraordinary general meeting of the Company held on January 24, 2017, and subsequently modified by the shareholders on July 05, 2021 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 1,298,100 options (including 1,139,767 options already been granted prior to IPO and are in force and the remaining 158,333 options are available for grant), convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares,

merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2016) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2016.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe"

#### 11. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2020 ("ESOS 2020")

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (**"Applicable Laws"**), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the **"Company"**) and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2020 (**"ESOS 2020"** or **"Scheme"**) as originally formulated and approved by the board of directors (the **"Board"**) at its meeting held on June 26, 2020 and by the shareholders at the extraordinary general meeting of the Company held on June 29, 2020, and subsequently modified by the shareholders on July 05, 2021 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 433,400 options (including 408,438 options already been granted prior to IPO and are in force and the remaining 24,962 options are available for grant), convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible

Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2020) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe"

#### 12. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2021 ("ESOS 2021")

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**), and such other laws, rules and regulations

(including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the "**Company**") and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2021 ("**ESOS 2021**" or "**Scheme**") as originally formulated and approved by the board of directors (the "**Board**") at its meeting held on April 09, 2021 and by the shareholders at the extraordinary general meeting of the Company held on May 04, 2021 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 6,116,564 options (including 5,472,845 options already been granted prior to IPO and are in force and the remaining 643,719 options are available for grant), convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2021) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe"

### 13. Ratification of Le Travenues Technology - Employee Stock Option Scheme 2024 ("**ESOS 2024**")

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the "**Act**"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the "**Company**") and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2024 ("**ESOS 2024**" or "**Scheme**") as originally formulated and approved by the board of directors (the "**Board**") at its meeting held on December 22, 2023 and by the shareholders at the extraordinary general meeting of the Company held on January 24, 2024 prior to the IPO, be and is hereby ratified and approved within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 1,900,000 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right,

but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2024.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe"

**14. Ratification for extension of benefits under Le Travenues Technology - Employees Stock Option Scheme 2024 ("ESOS 2024") to the employees of subsidiaries / holding companies (present / future)**

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution

**"RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (the **"Act"**), Rule 12

of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**), and applicable provisions of the Foreign Exchange Management Act, 1999, if any, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (**"Applicable Laws"**), the relevant provisions of the Memorandum of Association and Articles of Association of Le Travenues Technology Limited (the **"Company"**) and subject to any other approvals, consents, permissions, conditions, or modifications that may be required or stipulated by the relevant authorities, Le Travenues Technology - Employee Stock Option Scheme 2024 (**"ESOS 2024"** or **"Scheme"**) as originally formulated and approved by the board of directors (the **"Board"**) at its meeting held on December 22, 2023 and by the shareholders at the extraordinary general meeting of the Company held on January 24, 2024 prior to the IPO, be and is hereby ratified and approved and the benefit under the Scheme be extended to the employees of the subsidiaries / holding companies (present / future) of the Company within the meaning of Regulation 12 read with Regulation 6 of SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board (which expression shall also include Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/ to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, grant and allot 1,900,000 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up, on such terms and conditions and at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of effectuating the above resolutions, the Board be and is hereby authorised on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the stock exchanges where the securities of the Company are listed, as per the terms and conditions of the listing agreement with them and other applicable laws, as and

when required and with the authority on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2024.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including but not limited to modify, change, vary, alter, amend, suspend or terminate the Scheme or any terms thereof without being required to seek any further consent or approval of the members of the Company and it shall be deemed that the members shall have given their approval thereto expressly by the authority of this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe”

By order of the Board of Directors  
**For Le Travenues Technology Limited**

Sd/-  
**Aloke Bajpai**  
**(Chairman, Managing Director & Group CEO)**  
DIN: 00119037

Date : August 28, 2024  
Place : Gurugram

**Le Travenues Technology Limited**

CIN: L63000HR2006PLC071540

Regd. Office: Second Floor, Veritas Building, Sector - 53,  
Golf Course Road, Gurugram - 122 002, Haryana, India.

Tel: +91 - 124 - 6682111; Email: [secretarial@ixigo.com](mailto:secretarial@ixigo.com)

Website: <https://www.ixigo.com/>



**NOTES**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 and the rules framed thereunder (hereinafter referred to as the '**Act**') relating to the business to be transacted at the annual general meeting (hereinafter referred to as '**AGM**'), as set out in Item No(s). 3 to 14 in the notice is annexed herewith and forms part of the notice.
2. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('**MCA**') had via General Circular No. 20/2020 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (collectively '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (the "**SEBI Circular**"), permitted companies to conduct annual general meeting through video conferencing ('**VC**') or Other Audio-Visual Means ('**OAVM**'). In compliance with the MCA Circulars and applicable provisions of the Act, the AGM is being convened and conducted through VC / OAVM i.e., e-AGM via InStaMeet by Link Intime India Private Limited, without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed in this Notice.
3. For convening the AGM through VC / OAVM, necessary arrangements have been made by the Company with Link Intime India Private Limited ('**LI IPL**') and instructions for the process to be followed for attending and participating in the AGM forms part of this Notice.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during AGM, to its members in respect of the businesses to be transacted at the AGM.  
  
For this purpose, necessary arrangements have been made by the Company with LI IPL to facilitate remote e-voting and e-voting during AGM. The instructions for the process to be followed for remote e-voting and e-voting during AGM forms part of this Notice.
5. Pursuant to the provisions of the Act, a member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since the AGM is being convened pursuant to MCA Circulars through VC/ OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to Section 113 of the Act, representatives of Institutional / Corporate Members (i.e., other than individuals / HUF, NRI, etc.) may be appointed for the purpose of voting through remote e-voting or for participation and voting during the AGM to be conducted through VC / OAVM. Corporate Members intending to vote or attend the AGM through their authorised representatives are requested to send a certified true copy of the resolution of the board / governing body and power of attorney, (PDF / JPG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said resolution / authorisation shall be sent to the Company by e-mail through registered e-mail address of the corporate member at [secretarial@ixigo.com](mailto:secretarial@ixigo.com) with a copy to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
8. The facility for joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start time of the AGM i.e., 01:45 P.M. (IST). The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. These restrictions will not apply in respect of large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
9. In compliance with MCA Circulars, Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories as on Friday, August 30, 2024 and whose email addresses are registered with the Company / Depositories. Members may note that this Notice will also be available on the website of the Company i.e., <https://www.ixigo.com/> and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of <https://instavote.linkintime.co.in>
10. Manner of registering / updating e-mail address: Members whose email address is not registered, are requested to get the same registered / updated through the following procedure:
  - a) Members holding shares in dematerialised mode can get their email address registered / updated only by contacting their respective Depository Participant.
  - b) Members holding shares in physical mode may register / update their email address with the RTA by writing to them at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
11. All documents referred to in the notice and explanatory statement and the register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act and the Certificate from DPV & Associates LLP, Company Secretaries certifying that the ESOS Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic mode. The members may inspect the same by sending a request to the Company at [secretarial@ixigo.com](mailto:secretarial@ixigo.com)
12. Members holding shares as on the cut-off date i.e., Monday, September 23, 2024 and who would like to express their views or ask questions during the AGM may register themselves by sending a request from their registered email id mentioning their name, DP id and Client id/ folio number, PAN and mobile number at [secretarial@ixigo.com](mailto:secretarial@ixigo.com). The Speaker Registration will be open from Tuesday, September 24, 2024 till 05:00 P.M. (IST) September 27, 2024. Only those Members who are registered will be allowed to express their views or ask questions. The members may send their questions in

- advance within the stipulated period to enable the management to respond to these queries objectively at the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
13. The Company has appointed Mr. Surya Kant Gupta, Practicing Company Secretary (Membership No. F9250) as the Scrutinizer for scrutinizing the remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.
  14. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e., Monday, September 23, 2024 will only be considered for the purpose of remote e-voting and e-voting.
  15. The remote e-voting facility commences on Wednesday, September 25, 2024 at 9:00 A.M. (IST) and ends on Sunday, September 29, 2024 at 5:00 P.M. (IST). The remote e-voting shall be disabled by LIPL after aforesaid period.
  16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, September 23, 2024.
  17. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID number in all correspondence with the Company. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the AGM.
  18. The Members attending the AGM who are entitled to vote but have not exercised their right to vote through remote e-voting, may vote during the AGM through e-voting for all businesses specified in the accompanying Notice. The members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM.
  19. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Monday, September 23, 2024, may obtain the User ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) However, if a Member is already registered with LIPL for remote e-voting and e-voting then existing User ID and password can be used for casting vote.
  20. A person who is not a member as on the cut-off date i.e., Monday, September 23, 2024 should treat this Notice for information purposes only.
  21. Members can avail the facility of nomination in respect of the equity shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in, to the Company. Further, members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company. These forms will be made available on request.
  22. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the AGM are given in the Annexure to this Notice.
  23. All assistance related with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Assistant Vice President - evoting, LIPL, C - 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083; Helpdesk: 022 - 49186000 / 49186175; E-mail: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
  24. The Scrutinizer shall, after the conclusion of AGM, submit the consolidated scrutinizer's report (i.e., votes cast through remote e-voting and e-voting during AGM) to the Chairman of AGM after completion of scrutiny and the results will be announced by the Chairman or any other person authorised by the Chairman. Based on the Scrutinizer's report, the result will be declared within two working days from conclusion of AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at <https://www.ixigo.com/> and on the website of LIPL at <https://instavote.linkintime.co.in>
- INSTRUCTIONS FOR E-VOTING AND PROCESS AND MANNER FOR JOINING THE ANNUAL GENERAL MEETING THROUGH VC/ OAVM ARE AS FOLLOWS:**
- A. REMOTE E-VOTING INSTRUCTIONS:**
- Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
- Login method for Individual shareholders holding securities in demat mode is given below:**
- Individual Shareholders holding securities in demat mode with NSDL:**
- METHOD 1 - If registered with NSDL IDeAS facility**
- Users who have registered for NSDL IDeAS facility:**
- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
  - b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
  - c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
- OR**
- User not registered for IDeAS facility:**
- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> "
  - b) Proceed with updating the required fields.
  - c) Post registration, the user will be provided with Login ID and password.

- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with CDSL:**

##### **METHOD 1 - From Easi/Easiest**

##### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, the user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, the user will be provided Login ID and password.
- d) After successful login, the user is able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) after successful authentication, click on "LINKINTIME" or "evoting link displayed alongside company's name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i. Visit URL: <https://instavote.linkintime.co.in>
- ii. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details:

- A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

iii. Click on 'Login' under 'SHARE HOLDER' tab.

iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

#### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund"):

##### STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### STEP 2 - Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on the Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

##### STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote e-voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour' / 'Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

**VOTES UPLOAD:**

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in the inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour' / 'Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:****Individual shareholder holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account:

8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account:

16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

#### 1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- Select the "Company" and 'Event Date' and register with your following details:

##### A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

##### B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

##### C. Mobile No.: Enter your mobile number.

##### D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InStaMeet and your attendance is marked for the meeting).

#### 2. Instructions for Shareholders/ Members to Speak during the General Meeting through InStaMeet:

- Shareholders who would like to speak during the meeting must register their request with the Company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

### 3. Instructions for Shareholders/ Members to Vote during the General Meeting through InStaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMeet and click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour" / "Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour"/ "Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour'/'Against'.
- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InStaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the Annual General Meeting through InStaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download

stream) to avoid any disturbance during the meeting. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: Tel: 022-49186175.

### Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act")

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

#### Item No. 3

##### Re-appointment of Mr. Arun Seth (DIN: 00204434) as an Independent Director

Mr. Arun Seth (DIN: 00204434) was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company held on July 29, 2021, for a term of three years with effect from July 29, 2021, up to July 28, 2024.

In recognition of Mr. Arun Seth's substantial contributions and his positive performance evaluation during his tenure, the Nomination and Remuneration Committee has recommended that his continued association will benefit the Company. Accordingly, the Board has, subject to shareholder approval, reappointed Mr. Arun Seth as a Non-Executive Independent Director, not liable to retire by rotation, effective from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever occurs earlier. Mr. Arun Seth will continue to receive sitting fees for attending meetings of the Board of Directors or any of its committees, as well as any other compensation as may be determined by the Board from time to time.

The terms and conditions of appointment of independent directors are uploaded on the website of the Company at <https://www.ixigo.com/about/investor-relations/> and would also be made available for inspection to the members without any fee, on all working days, until the last date of remote e-voting.

Please refer the annexure for details as required to be provided in compliance with the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

In consideration of the above, the Board recommends the resolution set out in this notice at Item No. 3 for approval by the shareholders of the Company as a **Special Resolution**.

Except Mr. Arun Seth, none of the Directors or Key Managerial Persons of the Company or their respective relatives are, in any way, concerned or interested in Item No. 3 of the Notice. Mr. Arun Seth is not related to any Director or KMP of the Company.

#### Item No. 4

##### Re-appointment of Mr. Mahendra Pratap Mall (DIN: 02316235) as an Independent Director

Mr. Mahendra Pratap Mall (DIN: 02316235) was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company held on July 29, 2021, for a term of three years with effect from July 29, 2021, up to July 28, 2024.

In recognition of Mr. Mahendra Pratap Mall's substantial contributions and his positive performance evaluation during his tenure, the Nomination and Remuneration Committee has recommended that his continued association will benefit the Company. Accordingly, the Board has, subject to shareholder approval, reappointed Mr. Mahendra Pratap Mall as a Non-Executive Independent Director, not liable to retire by rotation, effective from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever occurs earlier. Mr. Mahendra Pratap Mall will continue to receive sitting fees for attending meetings of the Board of Directors or any of its committees, as well as any other compensation as may be determined by the Board from time to time.

The terms and conditions of appointment of independent directors are uploaded on the website of the Company at <https://www.ixigo.com/about/investor-relations/> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Please refer the annexure for details as required to be provided in compliance with the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

In consideration of the above, the Board recommends the resolution set out in this notice at Item No. 4 for approval by the shareholders of the Company as a **Special Resolution**.

Except Mr. Mahendra Pratap Mall, none of the Directors or Key Managerial Persons of the Company or their respective relatives are, in any way, concerned or interested in Item No. 4 of the Notice. Mr. Mahendra Pratap Mall is not related to any Director or KMP of the Company.

#### Item No. 5

##### Re-appointment of Mr. Rahul Pandit (DIN: 00003036) as an Independent Director

Mr. Rahul Pandit (DIN: 00003036) was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company held on July 29, 2021, for a term of three years with effect from July 29, 2021, up to July 28, 2024.

In recognition of Mr. Rahul Pandit's substantial contributions and his positive performance evaluation during his tenure, the Nomination and Remuneration Committee has recommended that his continued association will benefit the Company. Accordingly, the Board has, subject to shareholder approval, reappointed Mr. Rahul Pandit as a Non-Executive Independent Director, not liable to retire by rotation, effective from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever occurs earlier. Mr. Rahul Pandit will continue to receive sitting fees for attending meetings of the Board of Directors or any of its committees, as well as any other compensation as may be determined by the Board from time to time.

The terms and conditions of appointment of independent directors are uploaded on the website of the Company at <https://www.ixigo.com/about/investor-relations/> and would also be made available for inspection to the members without any fee, on all working days, until the last date of remote e-voting.

Please refer the annexure for details as required to be provided in compliance with the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

In consideration of the above, the Board recommends the resolution set out in this notice at Item No. 5 for approval by the shareholders of the Company as a **Special Resolution**.

Except Mr. Rahul Pandit, none of the Directors or Key Managerial Persons of the Company or their respective relatives are, in any way, concerned or interested in Item No. 5 of the Notice. Mr. Rahul Pandit is not related to any Director or KMP of the Company.

#### Item No. 6

##### Re-appointment of Mr. Rajesh Sawhney (DIN: 01519511) as an Independent Director

Mr. Rajesh Sawhney (DIN: 01519511) was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company held on July 29, 2021, for a term of three years with effect from July 29, 2021, up to July 28, 2024.

In recognition of Mr. Rajesh Sawhney's substantial contributions and his positive performance evaluation during his tenure, the Nomination and Remuneration Committee has recommended that his continued association will benefit the Company. Accordingly, the Board has, subject to shareholder approval, reappointed Mr. Rajesh Sawhney as a Non-Executive Independent Director, not liable to retire by rotation, effective from July 29, 2024, for a second term of three years or until he attains the age of 75 years, whichever occurs earlier. Mr. Rajesh Sawhney will continue to receive sitting fees for attending meetings of the Board of Directors or any of its committees, as well as any other compensation as may be determined by the Board from time to time.

The terms and conditions of appointment of independent directors are uploaded on the website of the Company at <https://www.ixigo.com/about/investor-relations/> and would also be made available for inspection to the members without any fee, on all working days, until the last date of remote e-voting.

Please refer the annexure for details as required to be provided in compliance with the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

In consideration of the above, the Board recommends the resolution set out in this notice at Item No. 6 for approval by the shareholders of the Company as a **Special Resolution**.

Except Mr. Rajesh Sawhney, none of the Directors or Key Managerial Persons of the Company or their respective relatives are, in any way, concerned or interested in Item No. 6 of the Notice. Mr. Rajesh Sawhney is not related to any Director or KMP of the Company.

#### Item No. 7

##### Re-appointment of Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Director

Ms. Shuba Rao Mayya (DIN: 08193276) was appointed as an Independent Director at the Fifteenth Annual General Meeting of the Company held on July 29, 2021, for a term of three years with effect from July 29, 2021, up to July 28, 2024.

In recognition of Ms. Shuba Rao Mayya's substantial contributions and her positive performance evaluation during her tenure, the Nomination and Remuneration Committee has recommended that her continued association will benefit the Company. Accordingly, the Board has, subject to shareholder approval, reappointed Ms. Shuba Rao Mayya as a Non-Executive Independent Director, not liable to retire by rotation, effective from July 29, 2024, for a second term of three years or until she attains the age of 75 years, whichever occurs earlier. Ms. Shuba Rao Mayya will continue to receive sitting fees for attending meetings of the Board of Directors or any of its committees, as well as any other compensation as may be determined by the Board from time to time.

The terms and conditions of appointment of independent directors are uploaded on the website of the Company at <https://www.ixigo.com/about/investor-relations/> and would also be made available for inspection to the members without any fee, on all working days, until the last date of remote e-voting.

Please refer the annexure for details as required to be provided in compliance with the requirements of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

In consideration of the above, the Board recommends the resolution set out in this notice at Item No. 7 for approval by the shareholders of the Company as a **Special Resolution**.

Except Ms. Shuba Rao Mayya, none of the Directors or Key Managerial Persons of the Company or their respective relatives are, in any way, concerned or interested in Item No. 7 of the Notice. Ms. Shuba Rao Mayya is not related to any Director or KMP of the Company.

#### Item No. 8

##### Ratification of Le Travenues Technology - Employee Stock Option Scheme 2012 ("ESOS 2012")

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2012 was approved by the shareholders at the annual general meeting of the Company held on September 20, 2012. On July 05, 2021, ESOS 2012 was modified by the shareholders to make it compliant with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures



Rules, 2014 and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the "Act"), which entitles them to the shares of the Company.

It is pertinent to note that the Securities and Exchange Board of India ("SEBI") had, vide Notification No. SEBI/LAD-NRO/GN/2021/40 dated August 13, 2021, issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by consolidating the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002. SEBI SBEB & SE Regulations became effective w.e.f. August 13, 2021. As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolution set out in this notice at Item No. 8 for approval by the shareholders of the Company as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No. 8 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

**1. Brief Description of ESOS 2012:**

ESOS 2012 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2012 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

**2. Total number of options to be offered and granted:**

The maximum number of employee stock options that may be granted by the Company under ESOS 2012 shall not exceed 711,200 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up. Please note that 711,200 options are as adjusted for the Bonus Issue approved by the members on August 05, 2021. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2012) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2012.

Out of 711,200 options available under ESOS 2012, 634,668 options have already been granted prior to IPO and are in force and the remaining 76,532 options are available for grant. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2012:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not entitled to participate in ESOS 2012:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirements of vesting and period of vesting:**

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2012 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

**5. The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:**

Seven years from the date of grant of each option.

**6. Exercise price or pricing formula:**

Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

**7. Exercise Period offer period and process of exercise / acceptance of offer:**

Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.

Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.

The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.

**8. Appraisal Process for determining the eligibility of the employees for the ESOS 2012:**

The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2012 or as may be determined by the Board / Compensation Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;
- iii. Designation: Employee's designation in the Company as per the HR Policy;
- iv. The present and potential contribution of the Employee to the success of the Company;
- v. High market value/difficulty in replacing the Employee;
- vi. High risk of losing the Employee to competition; and
- vii. Value addition by the new entrant, if any.

**9. Maximum number of options to be offered and issued per employee and in aggregate:**

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

**10. Maximum quantum of benefits to be provided per Employee under ESOS - 2012:**

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.

**11. Whether ESOS 2012 is to be implemented and administered directly by the Company or through a trust:**

ESOS 2012 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.

**12. Whether ESOS - 2012 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOS 2012 contemplates only new issue of securities by the Company.

**13. The amount of loan to be provided for implementation of ESOS - 2012 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company will not provide any loan for implementation of ESOS 2012.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2012**

Not Applicable

**15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.

**16. Method of option valuation:**

The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.

**17. Lock-in period:**

The shares allotted pursuant to ESOS 2012 shall not be subject to any lock in period.

**18. Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**

Not Applicable

**Item No. 9**

**Ratification of Le Travenues Technology - Employee Stock Option Scheme 2013 ("ESOS 2013")**

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2013 was approved by the shareholders at the annual general meeting of the Company held on September 30, 2013. On July 05, 2021,

ESOS 2013 was modified by the shareholders to make it compliant with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the “Act”), which entitles them to the shares of the Company.

It is pertinent to note that the Securities and Exchange Board of India (“SEBI”) had, vide Notification No. SEBI/LAD–NRO/GN/2021/40 dated August 13, 2021, issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) by consolidating the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002. SEBI SBEB & SE Regulations became effective w.e.f. August 13, 2021. As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolution set out in this notice at Item No. 9 for approval by the shareholders of the Company as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No. 9 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

**1. Brief Description of ESOS 2013:**

ESOS 2013 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2013 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

**2. Total number of options to be offered and granted:**

The maximum number of employee stock options that may be granted by the Company under ESOS 2013 shall not exceed 1,967,191 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up. Please note that 1,967,191 options are as adjusted for the Bonus Issue approved by the members on August 05, 2021. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking

or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2013) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2013.

Out of 1,967,191 options available under ESOS 2013, 1,500,504 options have already been granted prior to IPO and are in force and the remaining 466,687 options are available for grant. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2013:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not entitled to participate in ESOS 2013:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirements of vesting and period of vesting:**

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2013 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

**5. The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:**

Seven years from the date of grant of each option.

**6. Exercise price or pricing formula:**

Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options

will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

**7. Exercise Period offer period and process of exercise / acceptance of offer:**

Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.

Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.

The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.

**8. Appraisal Process for determining the eligibility of the employees for the ESOS 2013:**

The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2013 or as may be determined by the Board / Compensation Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;
- iii. Designation: Employee's designation in the Company as per the HR Policy;
- iv. The present and potential contribution of the Employee to the success of the Company;
- v. High market value/difficulty in replacing the Employee;
- vi. High risk of losing the Employee to competition; and
- vii. Value addition by the new entrant, if any.

**9. Maximum number of options to be offered and issued per employee and in aggregate:**

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

**10. Maximum quantum of benefits to be provided per Employee under ESOS - 2013:**

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.

**11. Whether ESOS 2013 is to be implemented and administered directly by the Company or through a trust:**

ESOS 2013 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.

**12. Whether ESOS - 2013 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOS 2013 contemplates only new issue of securities by the Company.

**13. The amount of loan to be provided for implementation of ESOS - 2013 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company will not provide any loan for implementation of ESOS 2013.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2013**

Not Applicable

**15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.

**16. Method of option valuation:**

The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.

**17. Lock-in period:**

The shares allotted pursuant to ESOS 2013 shall not be subject to any lock in period.

**18. Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**

Not Applicable

**Item No. 10**

**Ratification of Le Travenues Technology - Employee Stock Option Scheme 2016 ("ESOS 2016")**

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented

employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2016 was approved by the shareholders at the extraordinary general meeting of the Company held on January 24, 2017. On July 05, 2021, ESOS 2016 was modified by the shareholders to make it compliant with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the "Act")), which entitles them to the shares of the Company.

It is pertinent to note that the Securities and Exchange Board of India ("SEBI") had, vide Notification No. SEBI/LAD-NRO/GN/2021/40 dated August 13, 2021, issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by consolidating the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002. SEBI SBEB & SE Regulations became effective w.e.f. August 13, 2021. As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolution set out in this notice at Item No. 10 for approval by the shareholders of the Company as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No. 10 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

#### 1. Brief Description of ESOS 2016:

ESOS 2016 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2016 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

#### 2. Total number of options to be offered and granted:

The maximum number of employee stock options that may be granted by the Company under ESOS 2016 shall not exceed 1,298,100 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up. Please note that 1,298,100 options are as adjusted for the Bonus Issue approved by the members on August 05, 2021. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2016) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2016.

Out of 1,298,100 options available under ESOS 2016, 1,139,767 options have already been granted prior to IPO and are in force and the remaining 158,333 options are available for grant. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

#### 3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2016:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not entitled to participate in ESOS 2016:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

#### 4. Requirements of vesting and period of vesting:

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2016 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

5. **The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:**  
Seven years from the date of grant of each option.
6. **Exercise price or pricing formula:**  
Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.
7. **Exercise Period offer period and process of exercise / acceptance of offer:**  
Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.  
  
Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.  
  
The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.
8. **Appraisal Process for determining the eligibility of the employees for the ESOS 2016:**  
The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2016 or as may be determined by the Board / Compensation Committee at its sole discretion.  
  
The employees would be granted options under the Scheme based on various parameters including but not limited to:
- Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
  - Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;
  - Designation: Employee's designation in the Company as per the HR Policy;
  - The present and potential contribution of the Employee to the success of the Company;
  - High market value/difficulty in replacing the Employee;
  - High risk of losing the Employee to competition; and
  - Value addition by the new entrant, if any.
9. **Maximum number of options to be offered and issued per employee and in aggregate:**  
The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.
10. **Maximum quantum of benefits to be provided per Employee under ESOS - 2016:**  
The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.
11. **Whether ESOS 2016 is to be implemented and administered directly by the Company or through a trust:**  
ESOS 2016 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.
12. **Whether ESOS - 2016 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**  
ESOS 2016 contemplates only new issue of securities by the Company.
13. **The amount of loan to be provided for implementation of ESOS - 2016 by the Company to the trust, its tenure, utilization, repayment terms, etc.**  
The Company will not provide any loan for implementation of ESOS 2016.
14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2016**  
Not Applicable
15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**  
The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.
16. **Method of option valuation:**  
The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.
17. **Lock-in period:**  
The shares allotted pursuant to ESOS 2016 shall not be subject to any lock in period.
18. **Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**  
Not Applicable

**Item No. 11****Ratification of Le Travenues Technology - Employee Stock Option Scheme 2020 ("ESOS 2020")**

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2020 was approved by the shareholders at the extraordinary general meeting of the Company held on June 29, 2020. On July 05, 2021, ESOS 2020 was modified by the shareholders to make it compliant with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures Rules, 2014 and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the "Act"), which entitles them to the shares of the Company.

It is pertinent to note that the Securities and Exchange Board of India ("SEBI") had, vide Notification No. SEBI/LAD-NRO/GN/2021/40 dated August 13, 2021, issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by consolidating the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002. SEBI SBEB & SE Regulations became effective w.e.f. August 13, 2021. As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolution set out in this notice at Item No. 11 for approval by the shareholders of the Company as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No. 11 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

**1. Brief Description of ESOS 2020:**

ESOS 2020 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the

Company. ESOS 2020 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

**2. Total number of options to be offered and granted:**

The maximum number of employee stock options that may be granted by the Company under ESOS 2020 shall not exceed 433,400 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up. Please note that 433,400 options are as adjusted for the Bonus Issue approved by the members on August 05, 2021. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2020) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2020.

Out of 433,400 options available under ESOS 2020, 408,438 options have already been granted prior to IPO and are in force and the remaining 24,962 options are available for grant. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2020:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not entitled to participate in ESOS 2020:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirements of vesting and period of vesting:**

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2020 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years

from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

**5. The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:**

Seven years from the date of grant of each option.

**6. Exercise price or pricing formula:**

Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

**7. Exercise Period offer period and process of exercise / acceptance of offer:**

Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.

Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.

The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.

**8. Appraisal Process for determining the eligibility of the employees for the ESOS 2020:**

The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2020 or as may be determined by the Board / Compensation Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;

iii. Designation: Employee's designation in the Company as per the HR Policy;

iv. The present and potential contribution of the Employee to the success of the Company;

v. High market value/difficulty in replacing the Employee;

vi. High risk of losing the Employee to competition; and

vii. Value addition by the new entrant, if any.

**9. Maximum number of options to be offered and issued per employee and in aggregate:**

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

**10. Maximum quantum of benefits to be provided per Employee under ESOS - 2020:**

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.

**11. Whether ESOS 2020 is to be implemented and administered directly by the Company or through a trust:**

ESOS 2020 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.

**12. Whether ESOS - 2020 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOS 2020 contemplates only new issue of securities by the Company.

**13. The amount of loan to be provided for implementation of ESOS - 2020 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company will not provide any loan for implementation of ESOS 2020.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2020**

Not Applicable

**15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.



**16. Method of option valuation:**

The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.

**17. Lock-in period:**

The shares allotted pursuant to ESOS 2020 shall not be subject to any lock in period.

**18. Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**

Not Applicable

**Item No. 12****Ratification of Le Travenues Technology - Employee Stock Option Scheme 2021 ("ESOS 2021")**

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2021 was approved by the shareholders at the extraordinary general meeting of the Company held on May 04, 2021 in compliance with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the "Act")), which entitles them to the shares of the Company.

It is pertinent to note that the Securities and Exchange Board of India ("SEBI") had, vide Notification No. SEBI/LAD-NRO/GN/2021/40 dated August 13, 2021, issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by consolidating the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002. SEBI SBEB & SE Regulations became effective w.e.f. August 13, 2021. As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolution set out in this notice at Item No. 12 for approval by the shareholders of the Company as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No. 12 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

**1. Brief Description of ESOS 2021:**

ESOS 2021 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2021 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

**2. Total number of options to be offered and granted:**

The maximum number of employee stock options that may be granted by the Company under ESOS 2021 shall not exceed 6,116,564 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up. Please note that 6,116,564 options are as adjusted for the Bonus Issue approved by the members on August 05, 2021. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2021) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2021.

Out of 6,116,564 options available under ESOS 2020, 5,472,845 options have already been granted prior to IPO and are in force and the remaining 643,719 options are available for grant. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

The in principle approval in respect of 54,72,845 options has already been received from BSE Limited via its approval letter dated August 19, 2024 and from National Stock Exchange of India Limited via its letter dated August 20, 2024.

**3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2021:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or

- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not entitled to participate in ESOS 2021:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

#### 4. Requirements of vesting and period of vesting:

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2021 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

#### 5. The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:

Seven years from the date of grant of each option.

#### 6. Exercise price or pricing formula:

Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

#### 7. Exercise Period offer period and process of exercise / acceptance of offer:

Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.

Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.

The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.

#### 8. Appraisal Process for determining the eligibility of the employees for the ESOS 2021:

The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2021 or as may be determined by the Board / Compensation Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;
- iii. Designation: Employee's designation in the Company as per the HR Policy;
- iv. The present and potential contribution of the Employee to the success of the Company;
- v. High market value/difficulty in replacing the Employee;
- vi. High risk of losing the Employee to competition; and
- vii. Value addition by the new entrant, if any.

#### 9. Maximum number of options to be offered and issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

#### 10. Maximum quantum of benefits to be provided per Employee under ESOS - 2021:

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.

#### 11. Whether ESOS 2021 is to be implemented and administered directly by the Company or through a trust:

ESOS 2021 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.

#### 12. Whether ESOS - 2021 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

ESOS 2021 contemplates only new issue of securities by the Company.

**13. The amount of loan to be provided for implementation of ESOS - 2021 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

The Company will not provide any loan for implementation of ESOS 2021.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2021**

Not Applicable

**15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.

**16. Method of option valuation:**

The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.

**17. Lock-in period:**

The shares allotted pursuant to ESOS 2021 shall not be subject to any lock in period.

**18. Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**

Not Applicable

**Item No. 13 and 14**

**Ratification of Le Travenues Technology - Employee Stock Option Scheme 2024 ("ESOS 2024"); and**

**Ratification for extension of benefits under Le Travenues Technology - Employees Stock Option Scheme 2024 to the employees of subsidiaries / holding companies (present / future)**

Le Travenues Technology Limited has established various employee stock option schemes with the aim of motivating and retaining talented employees who contribute to its overall growth and profitability by attracting and securing the right human talent. The scheme is designed to promote sustained growth and enhance shareholder value by aligning employee interests with the Company's long-term objectives. It also strives to instill a sense of ownership and involvement among employees, allowing them to partake in the value they help generate for the Company in the future, while offering additional deferred rewards.

ESOS 2024 was approved by the shareholders at the extraordinary general meeting of the Company held on January 24, 2024 in compliance with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of the Securities and

Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**") prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company and Subsidiary Companies (as defined under the Companies Act, 2013 (the "**Act**"), which entitles them to the shares of the Company.

As per Regulation 12 of SEBI SBEB & SE Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders after the listing of the shares of the Company.

Further in terms of the provisions of Rule 12(4) of the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 6 of SEBI SBEB & SE Regulations, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding Company.

Following the recommendations of the Nomination and Remuneration Committee, the Board recommends the resolutions set out in this notice at Item No. 13 for ratification of ESOS 2024 and at Item No. 14 for ratification for extension of benefits under ESOS 2024 to the employees of subsidiaries / holding companies (present / future) for approval by the shareholders of the Company as **Special Resolutions**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No.(s) 13 and 14 of the Notice, except to the extent of any Options granted to them in compliance with the Scheme.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI SBEB & SE Regulations are set out below:**

**1. Brief Description of ESOS 2024:**

ESOS 2024 is intended to reward the Eligible Employees (as described under para 3 herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2024 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

**2. Total number of options to be offered and granted:**

The maximum number of employee stock options that may be granted by the Company under ESOS 2024 shall not exceed 1,900,000 options, convertible into an equivalent number of equity shares with a face value of Re. 1 each, fully paid-up and in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganisation etc., requisite adjustments (which may include adjustments to the number of options in ESOS 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOS 2024. Subject to compliance with and in accordance with applicable laws, the options that may get cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees.

### 3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOS 2024:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee or director as per (i) and (ii) above, of a subsidiary, in India or outside India, or of a holding company of the Company.

Following persons are not entitled to participate in ESOS 2024:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

### 4. Requirements of vesting and period of vesting:

Vesting of Options would be subject to continued employment with the Company except in the event of cessation of employment due to death or permanent disability of the employee. Options granted under ESOS 2024 would vest as per the vesting schedule set out in the grant letter subject to a minimum period of one year from the date of Grant of such Options and maximum period of seven years from the date of grant. The Board / Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of one year between the Grant and first Vesting.

### 5. The maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options shall be vested:

Seven years from the date of grant of each option.

### 6. Exercise price or pricing formula:

Exercise price of the shares will be the fair market value of the Shares, the fair market value will be the closing price of the share on the stock exchange having the highest trading volume of shares, as on the trading date immediately prior to the date of the Board / Compensation Committee meeting wherein the Grants of Options will be approved. The Board / Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above including the power to Grant Options at par value. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

### 7. Exercise Period offer period and process of exercise / acceptance of offer:

Exercise Period for the Vested Options will be determined by the Board / Compensation Committee at the time of Grant and the right

to Exercise will terminate at the end of five years after Vesting of the last tranche of Options Granted to the respective Employee, beyond which the Options would lapse.

Subject to compliance with and in accordance with applicable laws, the Options cancelled or lapsed without being exercised will be added back to the pool and will be available for allocation to Eligible Employees. The exact vesting period would be set by the Board / Compensation Committee as per its own discretion.

The Option Grantee, for issuance and allotment of Shares pursuant to the Vested Options, may, at any time during the Exercise Period, and subject to fulfilment of the conditions on which the Options have been Granted, Exercise the Vested Options by submitting an application in writing along with the Exercise Price and the applicable taxes.

### 8. Appraisal Process for determining the eligibility of the employees for the ESOS 2024:

The appraisal process for determining the eligibility of the employees will be in accordance with ESOS 2024 or as may be determined by the Board / Compensation Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company;
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management;
- iii. Designation: Employee's designation in the Company as per the HR Policy;
- iv. The present and potential contribution of the Employee to the success of the Company;
- v. High market value/difficulty in replacing the Employee;
- vi. High risk of losing the Employee to competition; and
- vii. Value addition by the new entrant, if any.

### 9. Maximum number of options to be offered and issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

### 10. Maximum quantum of benefits to be provided per Employee under ESOS - 2024:

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the fair market value of the shares as on the date of exercise of options.

11. **Whether ESOS 2024 is to be implemented and administered directly by the Company or through a trust:**  
 ESOS 2024 shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.
12. **Whether ESOS - 2024 scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**  
 ESOS 2024 contemplates only new issue of securities by the Company.
13. **The amount of loan to be provided for implementation of ESOS - 2024 by the Company to the trust, its tenure, utilization, repayment terms, etc.**  
 The Company will not provide any loan for implementation of ESOS 2024.
14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS 2024**  
 Not Applicable
15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**  
 The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.
16. **Method of option valuation:**  
 The Company shall use the fair value method for valuation of the Options granted to calculate the employee compensation cost.
17. **Lock-in period:**  
 The shares allotted pursuant to ESOS 2024 shall not be subject to any lock in period.
18. **Terms & conditions for buyback, if any, of specified securities covered under SEBI SBEB & SE Regulations**  
 Not Applicable

## Details of the Director seeking re-appointment

(Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Particulars of Director	Mr. Shailesh Lakhani	Mr. Arun Seth	Mr. Mahendra Pratap Mall	Mr. Rahul Pandit	Mr. Rajesh Sawhney	Ms. Shuba Rao Mayya
DIN	03567739	00204434	02316235	00003036	01519511	08193276
Date of Birth (Age)	September 16, 1978, 45 Years	November 19, 1951; 72 Years	January 02, 1961, 63 Years	December 04, 1972, 51 years	February 02, 1966, 58 years	June 12, 1963, 61 years
Date of first appointment on the Board	October 28, 2016	July 29, 2021	July 29, 2021	July 29, 2021	July 29, 2021	July 29, 2021
Qualification and brief Resume including experience and expertise	He holds a Bachelor's degree in applied science, computer engineering co-operative program from the University of Waterloo, Ontario, Canada and a master's degree in business administration from Harvard University, Boston, USA. He holds the position of managing director at Peak XV Partners.	He holds Bachelor in Engineering from IIT, Kanpur and MBA from IIM, Kolkata. He is recognised as among the earliest Indian Telecom leaders. He started out as the founding Managing Director of British Telecom in India in 1995. He has been a founding Charter Member of TiE Delhi and Indian Angel Network and advises/mentors a number of start-ups in the tech space in India and USA. An active evangelist of the Software product eco-system, he co-chairs the NASSCOM Product Conclave and the NASSCOM Product Council. He had earlier served on the Executive Council of NASSCOM for 10+ years when in British Telecom and Alcatel. He has served on the Board of Governors for IIM Lucknow and IIT Delhi and also been an Advisory board member of TERI and a Governing Member of the TERI University board.	He holds a bachelor's degree in science and a master's degree in politics from the University of Allahabad, Uttar Pradesh, India. He has also passed the national management programme from Management Development Institute, Gurugram, Haryana, India. He has previously served as the director (finance) of IRCTC, and later as the chairman and managing Director of IRCTC.	He holds a bachelor's degree in arts from the University of Delhi, New Delhi, Delhi, India and a diploma in hotel management from the National Council for Hotel Management and Catering Technology, New Delhi, Delhi, India. He is the President & ED – Hospitality of Valor Estate Ltd. He was the chief executive officer of Horizon Industrial Parks Private Limited. Previously he was the Managing Director of Hamstede Living Private Limited. He was earlier the president and executive director of Lemon Tree Hotels Limited and later managing director and chief executive officer of Roots Corporation Limited (Ginger Hotels).	He holds a bachelor's degree in engineering (electronics and communication) from University of Delhi, New Delhi, Delhi, India and a master's degree in management studies from University of Bombay, Mumbai, Maharashtra, India. He co-founded InnerChef Private Limited in 2015. He is also the founder of GSF India and co-founder and chief executive officer of GSF Accelerator. Previously, he was the president of Reliance Entertainment Limited and was on the board of Reliance Broadcast Network Limited and Reliance Big Broadcasting Private Limited. He is currently an independent director on the board of Indiamart Intermesh Pvt Ltd and previously was on the boards of Microland and Nielsoft.	She holds a bachelor's degree in commerce from the University of Mumbai, Mumbai, Maharashtra, India and is an associate of the Institute of Chartered Accountants of India. She has over 29 years of experience in the banking and insurance sector. She has previously served as the vice president at ICICI Limited (now merged with ICICI Bank Limited), senior vice president and head–customer service officer branch operations at ICICI Prudential Life Insurance Company Limited and as general manager at Tata Consultancy Services Limited (formerly known as TCS eServe Limited).

Particulars of Director	Mr. Shailesh Lakhani	Mr. Arun Seth	Mr. Mahendra Pratap Mall	Mr. Rahul Pandit	Mr. Rajesh Sawhney	Ms. Shuba Rao Mayya
In case of Independent Directors, the skills and capabilities required for the role and the manner in which proposed person meets such requirements	Not Applicable	As provided in Corporate Governance Report and Explanatory Statement		He was featured in the Hotelier India Power List in 2017. Rahul represented India in the junior kumite category at the 1st South Asian Karate Championship in April 1988.  He is a member of Confederation of 284 Indian Industry - National Committee on Tourism & Hospitality and a member of Confederation of Indian Industry - National Committee on Logistics.		
List of Directorships/ Memberships/ Chairmanships of Committees of other Boards	<p><b>Directorships in other entities:</b></p> <ul style="list-style-type: none"> <li>Quick Heal Technologies Limited</li> <li>Bright Lifecare Private Limited</li> <li>Peak XV Partners Advisors Private Limited</li> <li>A&amp;A Dukaan Financial Services Private Limited</li> <li>Gimar Software Private Limited</li> <li>Epifi Technologies Private Limited</li> <li>Wickedride Adventure Services Private Limited</li> <li>Soul Vision Creations Private Limited</li> <li>Istar Skill Development Private Limited</li> </ul>	<p><b>Directorships in other entities:</b></p> <ul style="list-style-type: none"> <li>Jubilant Pharmova Limited - Listed</li> <li>Jubilant Ingrevia Limited - Listed</li> <li>Usha Breco Limited</li> <li>Nudge Lifeskills Foundation</li> <li>Sify Technologies Limited</li> <li>Cyber Media Research &amp; Services Limited - Listed</li> <li>Hunger Inc Hospitality Private Limited</li> <li>Kent RO Systems Limited</li> </ul>	<p><b>Directorships in other entities: NIL</b></p>	<p><b>Directorships in other entities:</b></p> <ul style="list-style-type: none"> <li>Advent Hotels International Limited</li> </ul>	<p><b>Directorships in other entities:</b></p> <ul style="list-style-type: none"> <li>Gastrotope Private Limited</li> <li>Inner Chef Private Limited</li> <li>Chintee Software Private Limited</li> <li>RRA Media &amp; Entertainment Private Limited</li> <li>Indiamart Intermesh Limited</li> </ul>	<p><b>Directorships in other entities:</b></p> <ul style="list-style-type: none"> <li>Ace Designers Limited</li> <li>Stove Kraft Limited</li> <li>Happiest Minds Technologies Limited</li> </ul>

Particulars of Director	Mr. Shailesh Lakhani	Mr. Arun Seth	Mr. Mahendra Pratap Mall	Mr. Rahul Pandit	Mr. Rajesh Sawhney	Ms. Shuba Rao Mayya
	<ul style="list-style-type: none"> <li>Zetwerk Manufacturing Businesses Private Limited</li> <li>Smartshift Logistics Solutions Private Limited</li> <li>Capillary Technologies International Pte Ltd.</li> <li>Vymo Inc.</li> <li>Loconav Inc.</li> <li>Truecaller AB</li> </ul>	<ul style="list-style-type: none"> <li>Naffa Innovations Private Limited</li> <li>Pamp Technologies (India) Private Limited</li> <li>Devrev Cloud India Private Limited</li> <li>IITK Foundation for Medical Research and Technology</li> <li>Dixon Technologies (India) Limited - Listed</li> <li>CBX1 India Private Limited</li> </ul>				
	<p><b>Chairmanships of the Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Chairmanships of the Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Jubilant Pharmova Limited - Stakeholders Relationship Committee</li> <li>Usha Breco Limited – Nomination and Remuneration Committee</li> </ul>	<p><b>Chairmanships of the Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Chairmanships of the Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Chairmanships of the Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Chairmanships of the Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Stove Kraft Limited - Stakeholders Relationship Committee</li> <li>Happiest Minds Technologies Limited - Audit Committee and Administrative and Stakeholders Relationship Committee</li> </ul>
	<p><b>Membership of Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Girnar Software Private Limited - Audit Committee</li> <li>A&amp;A Dukaan Financial Services Private Limited - Audit Committee, Compensation Committee</li> <li>Usha Breco Limited - Audit Committee</li> <li>Sify Technologies Limited - Audit Committee</li> <li>Cyber Media Research &amp; Services Ltd - Audit Committee and Nomination and Remuneration Committee</li> </ul>	<p><b>Membership of Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Jubilant Pharmova Limited - Risk Management Committee</li> <li>Jubilant Ingrevia Limited - Audit Committee and Stakeholders Relationship Committee, Sustainability and CSR Committee &amp; Risk Management Committee</li> <li>Usha Breco Limited - Audit Committee</li> <li>Sify Technologies Limited - Audit Committee</li> <li>Cyber Media Research &amp; Services Ltd - Audit Committee and Nomination and Remuneration Committee</li> </ul>	<p><b>Membership of Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Membership of Committees of other Boards:</b></p> <p>NIL</p>	<p><b>Membership of Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Indiamart Intermesh Limited - Audit Committee, Nomination &amp; Remuneration Committee, Risk Management Committee, Risk Management Committee of Independent Directors</li> </ul>	<p><b>Membership of Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>Stove Kraft Limited - Audit Committee, Nomination remuneration committee and Risk Management Committee</li> <li>Happiest Minds Technologies Limited - Nomination, Remuneration &amp; Board Governance Committee, Risk Management Committee, and M&amp;A Committee</li> </ul>



Particulars of Director	Mr. Shailesh Lakhani	Mr. Arun Seth	Mr. Mahendra Pratap Mall	Mr. Rahul Pandit	Mr. Rajesh Sawhney	Ms. Shuba Rao Mayya
Resignation from the Listed Entities from the past three years.	Nil	<ul style="list-style-type: none"> <li>Narayana Hrudayalaya Limited</li> <li>Cyber Media (India) Limited</li> </ul>	Nil	Nil	Nil	Nil
No. of Equity Shares held in the Company	Nil	20,000	20,000	20,000	20,000	20,000
No. of meetings of the Board attended during the year (FY 2023-24)	6	6	6	6	5	6
Relationship between Directors inter-se, Managers and Other key Managerial Personnel of the Company	None					
Terms and conditions of appointment or re-appointment	As a Non-Executive Director liable to retire by rotation.	Proposed to be appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or till attaining the age of 75 years, whichever is earlier.	Proposed to be appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or till attaining the age of 75 years, whichever is earlier.	Proposed to be appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or till attaining the age of 75 years, whichever is earlier.	Proposed to be appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or till attaining the age of 75 years, whichever is earlier.	Proposed to be appointed as Non-Executive Independent Director of the Company not liable to retire by rotation, with effect from July 29, 2024, for a second term of three years or till attaining the age of 75 years, whichever is earlier.
The remuneration last drawn by such person (if applicable)	Nil	As provided in Corporate Governance Report under the head 'Remuneration to Non-Executive Independent Directors.'				
Details of remuneration sought to be paid	Nil	Eligible for payment of sitting fees, as approved by the board of directors of the Company, within the limits prescribed under the Companies Act, 2013.				

### For Le Travenues Technology Limited

Sd/-

**Aloke Bajpai**

(Chairman, Managing Director and Group CEO)

Date: August 28, 2024

Place: Gurugram