

**STATEMENT OF POLICIES AND PROCEDURES OF  
MAKEMYTRIP LIMITED  
GOVERNING MATERIAL, NON-PUBLIC INFORMATION AND  
THE PREVENTION OF INSIDER TRADING**

This Statement on the prevention and prohibition of insider trading (the “Statement”) of MakeMyTrip Limited (the “Company”) consists of four sections:

Section I provides an overview;

Section II sets forth the Company’s policies prohibiting insider trading;

Section III explains insider trading; and

Section IV consists of various procedures which have been put in place by the Company to prevent insider trading.

**I. SUMMARY**

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. “Insider trading” occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, “inside information” is information which is considered to be both “material” and “non-public.” Insider trading is a crime and the penalties for violating the law in the United States include imprisonment, disgorgement of profits, civil fines of up to three times the profit gained or loss avoided and criminal fines of up to US\$5,000,000 for individuals and US\$25,000,000 for entities. Insider trading is also prohibited by this Statement and could result in serious sanctions, including dismissal.

It should be noted that these policies address compliance with United States laws and the rules of the Nasdaq Stock Market only. Many other laws, including the laws of Mauritius and India, may also be implicated by trading in the securities of the Company.

**This Statement applies to all directors, officers and employees of the Company and its subsidiaries and extends to all activities within and outside of an individual’s duties at the Company and its subsidiaries.** Unless the context otherwise requires, references to the “Company” in this Statement refer to the Company and its subsidiaries. Every director, officer and employee must review this Statement.

Questions regarding the Statement should be directed to the Compliance Officer, who shall be a person appointed by the Board of Directors of the Company (the “Board”). Kamal K. Avutapalli has initially been appointed by the Board as the Compliance Officer for the Company. Kamal K. Avutapalli can be reached at +91.99.7179.6509 and [kamal.avutapalli@go-mmt.com](mailto:kamal.avutapalli@go-mmt.com). The Company will notify you if the Board appoints a different Compliance Officer.

## **II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING**

No officer, director or employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company. Additionally, except for the exercise of options that does not involve the sale of Company securities (e.g., the cashless exercise of a Company stock option does involve the sale of Company securities and therefore would not qualify under this exception), **no officer, director or key employee shall purchase or sell any security of the Company during the period beginning two weeks before the end of any fiscal quarter of the Company and ending two (2) full business days after the public release of earnings data for such fiscal quarter. The criteria for identifying employees who are considered to be key employees for purposes of these policies and procedures shall be determined by the Board. This “trading window” is subject to change as deemed necessary by the Compliance Officer.**

No officer, director or employee shall directly or indirectly tip material, non-public information to anyone while in possession of such information. In addition, material, non-public information should not be communicated to anyone outside the Company under any circumstances, or to anyone within the Company other than on a need-to-know basis.

## **III. EXPLANATION OF INSIDER TRADING**

As noted above, “insider trading” refers to the purchase or sale of a security while in possession of “material” “non-public” information relating to the security. “Securities” include not only stocks, bonds, notes and debentures, but also options, warrants and similar instruments. “Purchase” and “sale” are defined broadly under the federal securities law. “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated; or
- Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

As noted above, for purposes of this Statement, the terms “purchase” and “sale” of securities exclude the acceptance of options granted by the issuer thereof and the exercise of options that does not involve the sale of securities. Among other things, the cashless exercise of

options does involve the sale of securities and therefore is subject to the policies set forth in this Statement.

A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information concerning:

- dividends;
- corporate earnings or earnings forecasts;
- changes in financial condition or asset value;
- mergers or acquisitions or dispositions of significant subsidiaries or assets;
- significant new contracts or the loss of a significant contract;
- significant new products or services;
- significant marketing plans or changes in such plans;
- capital investment plans or changes in such plans;
- material litigation, administrative action or governmental investigations or inquiries about the Company or any of its affiliated companies, officers or directors;
- significant borrowings or financings;
- defaults on borrowings;
- bankruptcy or insolvency;
- new equity or debt offerings;
- significant personnel changes;
- changes in accounting methods and write-offs; and
- any substantial change in industry circumstances or competitive conditions which could significantly affect the Company’s earnings or prospects for expansion.

Moreover, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **when in doubt, do not trade.**

B. What is Non-public?

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Reuters Economic Services, The Wall Street Journal, Bloomberg, Associated Press or United Press International. The circulation of rumours, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. For example, such period shall be two (2) full business days after the public release of earnings data for a given fiscal quarter.

C. Who is an Insider?

“Insiders” include directors, officers and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company’s securities. All directors, officers and employees of the Company should consider themselves insiders with respect to material, non-public information about business, activities and securities. Directors, officers and employees shall not trade the Company’s securities while in possession of material, non-public information relating to the Company nor tip (or communicate except on a need-to-know basis) such information to others.

It should be noted that trading by members of a director’s, officer’s or employee’s household can be the responsibility of such director, officer or employee under certain circumstances and could give rise to legal and Company-imposed sanctions.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party (“tippee”), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend

significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The U.S. Securities and Exchange Commission (“SEC”) and the United States Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the United States federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of US\$1,000,000 or three times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to US\$5,000,000 (US\$25,000,000 for an entity); and
- Jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including immediate dismissal. Insider trading violations are not limited to violations of the United States federal securities laws: other federal and state civil or criminal laws of the United States, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), also may be violated upon the occurrence of insider trading.

#### F. Examples of Insider Trading

Examples of insider trading cases include actions brought against: corporate directors, officers and employees who traded a company’s securities after learning of significant confidential corporate developments; friends, business associates, family members, and other tippees of such directors, officers and employees who traded the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the

Company or any other entity.

#### Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to US\$5,000,000 in additional fines and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

#### Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three times the amount of the friend's profits. In addition, the officer and his friend are subject to, among other things, criminal prosecution, as described above.

#### G. Prohibition of Records Falsifications and False Statements

Section 13(b)(2) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), requires companies subject to the Exchange Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) directors or officers from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage directors, officers and other persons with access to a company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

### **IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING**

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every director, officer and employee is required to follow these procedures.

#### A. Identifying Material, Non-public Information

Prior to directly or indirectly trading any security of the Company or any other company, every director, officer and key employee is required to contact the Compliance Officer (as part of the pre-clearance procedure discussed below in Section D) and make an initial determination whether the Company and/or such director, officer or key employee is in possession of material,

non-public information relating to such security. In making such assessment, the explanations of “material” and “non-public” information set forth above should be of assistance. If after consulting with the Compliance Officer it is determined that the Company and/or such director, officer or key employee is in possession of material, non-public information, there shall be no trading in such security.

B. Information Relating to the Company

1. Access to Information

Access to material, non-public information about the Company, including the Company’s business, earnings or prospects, should be limited to directors, officers or employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on an other than need to know basis.

In communicating material, non-public information to employees of the Company, all directors, officers and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company’s policies with regard to confidential information.

2. Inquiries From Third Parties

3. Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Corporate Communications Team head by Saujanya Shrivastava, Group Chief Marketing Officer at +91.98.9979.8378 and [Saujanya.Shrivastava@go-mmt.com](mailto:Saujanya.Shrivastava@go-mmt.com) and to Jonathan I. Huang, Vice President – Investor Relations at +1. 917.769.2027 and [Jonathan.Huang@go-mmt.com](mailto:Jonathan.Huang@go-mmt.com) or to such other person(s) as may be authorized by the Board.

C. Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company’s business operations and activities.

1. All directors, officers and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

- Maintaining the confidentiality of Company–related transactions;
- Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
- Restricting access to documents and files (including computer files) containing

material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

- Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
- Restricting access to areas likely to contain confidential documents or material, non-public information; and
- Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

2. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

D. Pre-Clearance of All Trades by All Directors, Officers and Key Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company securities, **all transactions in Company securities (including without limitation, acquisitions and dispositions of ordinary shares or other securities, the exercise of stock options and the sale of Company securities issued upon exercise of stock options) by directors, officers and key employees must be precleared by the Compliance Officer.**

Additionally, except for the exercise of options that does not involve the sale of Company securities (e.g. the cashless exercise of a Company stock option does involve the sale of Company securities and therefore would not qualify under this exception), **neither the**

**Company nor any of its directors, officers or key employees may trade in any securities of the Company during the period beginning two (2) weeks before the end of any fiscal quarter of the Company and ending two (2) full business days after the public release of earnings data for such fiscal quarter.** Also, please consult the “Insider Trading Reminders” attached hereto as “Exhibit A.”

E. Avoidance of Certain Aggressive or Speculative Trading

Directors, officers, employees and their respective family members (including spouses, minor children, or any other family members living in the same household), should ordinarily not directly or indirectly participate in transactions involving trading activities which by their aggressive or speculative nature may give rise to an appearance of impropriety. Such activities would include the purchase of put or call options, or the writing of such options.

Further, securities held in a margin account may be sold by the broker without the customer’s



consent if the customer fails to meet a margin call. Because such a sale may occur at a time when an director, officer or employee had material inside information or is otherwise not permitted to trade in Company securities, the Company prohibits directors, officers and employees from purchasing Company securities on margin or holding Company securities in a margin account. Similarly, no director, officer or employee should have any standing orders to sell or purchase the Company's securities at a particular price because these can be triggered when such director, officer or employee is in possession of material non-public information.

Dated: August 12, 2010

## EXHIBIT A

### **INSIDER TRADING REMINDERS FOR DIRECTORS, OFFICERS AND EMPLOYEES OF MAKEMYTRIP LIMITED**

Before engaging in any transaction in MakeMyTrip Limited (the “Company”) securities, please read the following:

Both the United States federal securities laws and the Company’s policy prohibit transactions in the Company’s securities at a time when you may be in possession of material information about the Company which has not been publicly disclosed. This also applies to members of your household as well as all others whose transactions may be attributable to you.

Material information, in short, is any information which could affect the price of the securities. Either positive or negative information may be material. Once a public announcement has been made, you should wait until the information has been made available to the public for at least two (2) full business days before engaging in any transaction.

Except for the exercise of options that does not involve the sale of Company securities (e.g., the cashless exercise of a Company stock option does involve the sale of Company securities and therefore would not qualify under this exception), **neither the Company nor any of its directors, officers or key employees may trade in any securities of the Company during the period beginning two (2) weeks before the end of any fiscal quarter of the Company and ending two (2) full business days after the public release of earnings data for such fiscal quarter. Important: All transactions at any time must be precleared with the Compliance Officer.**

For further information and guidance, please refer to our Statement Governing the Prevention of Insider Trading and do not hesitate to contact the Compliance Officer.

**ALL TRANSACTIONS IN MAKEMYTRIP LIMITED SECURITIES MUST BE  
PRECLEARED BY CONTACTING THE COMPLIANCE OFFICER AT + 91 9971796509  
AND KAMAL.AVUTAPALLI@GO-MMT.COM.**