

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") as amended and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015]

To,

The Chairman

10th (Tenth) Annual General Meeting of the Shareholders of

RATEGAIN TRAVEL TECHNOLOGIES LIMITED

[CIN: L72900DL2012PLC244966]

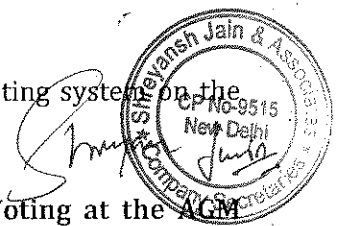
M-140, GREATER KAILASH PART-II,

NEW DELHI-110048

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting (the "AGM") held on Tuesday, September 20, 2022 at 12:00 Noon (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'),

Dear Sir,

1. I, Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515), was appointed as the Scrutinizer by the Board of Directors of **RATEGAIN TRAVEL TECHNOLOGIES LIMITED** vide resolution dated August 1, 2022 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated August 15, 2022 for the 10th (Tenth) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**"), held on Tuesday, September 20, 2022 at 12:00 Noon (IST) through VC/ OAVM in accordance with General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (hereinafter referred to as "**SEBI Circulars**") [MCA Circulars and SEBI Circulars are collectively referred as "**Circulars**"].
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ("**remote e-voting**"); and
 - (ii) Process of e-voting at the AGM through electronic voting system ("**Voting at the AGM through e-voting system**") to the shareholders present at the AGM through VC, who had not cast their votes earlier.



3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR") relating to remote e-voting and e-voting at the AGM on the resolutions set out in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Voting at the AGM through e-voting system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by **National Securities Depository Limited ("NSDL")**, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or NSDL for my verification.

5. Cut-off date

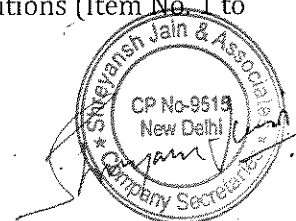
The Shareholders of the Company holding shares as on the 'cut-off' date of Tuesday, September 13, 2022 were entitled to vote on the resolutions forming part of the Notice of the AGM.

6. E-voting process at the AGM

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii. The e-votes cast were unblocked on Tuesday, September 20, 2022 after the conclusion of the AGM at 01.04 P.M.

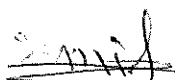
7. Remote e-voting process

- i. The remote e-voting period commenced from Friday, September 16, 2022 (9:00 A.M. IST) and ended on Monday, September 19, 2022 (5:00 P.M. IST) on the designated website URL: <https://www.evoting.nsdl.com/> via e-voting facility of NSDL.
- ii. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, September 13, 2022 only, were entitled to vote on proposed resolutions (Item No. 1 to 2 as set out in the AGM Notice) by remote e-voting.



iii. On Tuesday, September 20, 2022, after the conclusion of the AGM, the results for e-voting at AGM and remote e-voting event was unblocked by me in the capacity as Scrutinizer in the presence of two witnesses, (Mr. Rohit Batham, R/o. Plot No. 11, D 04, Gyan Khand II, Indirapuram, Ghaziabad, Uttar Pradesh - 201014 and Mr. Sunil Kumar, R/o Nyay Khand, Indirapuram, Ghaziabad, Uttar Pradesh - 201014) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Rohit Batham


Name: Sunil Kumar

iv. Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://www.evoting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

8. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015 for the 10th (Tenth) Annual General Meeting of the equity shareholders of RATEGAIN TRAVEL TECHNOLOGIES LIMITED (the "Company") on the results of the remote e-voting and e-voting at the AGM on all the resolutions as set out in the AGM Notice, as under:

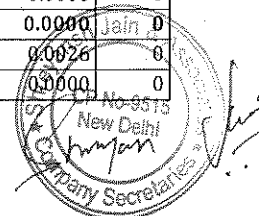
ORDINARY BUSINESS

Item 1: Adoption of Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Board of Directors and Auditors thereon.

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution					No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
Public - Institutions	E-Voting	16949547	13005084	76.7282	13005084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	16949547	13005084	76.7282	13005084	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	30846655	4924275	15.9637	4924145	130	99.9974	0.0026	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0



	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	30846655	4924275	15.9637	4924145	130	99.9974	0.0026	0
Grand Total	E-Voting	108197642	78330799	72.3960	78330669	130	99.9998	0.0002	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108197642	78330799	72.3960	78330669	130	99.9998	0.0002	0

*Not Applicable

Result: Resolution No. 1 as set out in the AGM Notice has been passed by the Members with requisite majority.

Item 2: Appointment of Director in place of Ms. Megha Chopra (DIN: 02078421), who retires by rotation and being eligible, offers herself for re-appointment.

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution					No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
Public - Institutions	E-Voting	16949547	13005084	76.7282	13005084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	16949547	13005084	76.7282	13005084	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	30846655	4924310	15.9638	4923639	671	99.9864	0.0136	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	30846655	4924310	15.9638	4923639	671	99.9864	0.0136	0
Grand Total	E-Voting	108197642	78330834	72.3961	78330163	671	99.9991	0.0009	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108197642	78330834	72.3961	78330163	671	99.9991	0.0009	0

*Not Applicable

Result: Resolution No. 2 as set out in the AGM Notice has been passed by the Members with requisite majority.

9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use:

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not



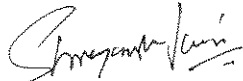
accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.

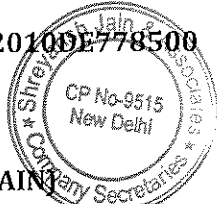
Yours faithfully,

For SHREYANSH JAIN & ASSCIATES
Company Secretaries

Firm Registration No. I201002778500



(SHREYANSH PRATAP JAIN)
COMPANY SECRETARY IN PRACTICE
M. No.: F8621; C.P. No.: 9515
UDIN: F008621D001004638



Counter-Signed by:

For RateGain Travel Technologies Limited



(Thomas P. Joshua)
Vice President - Legal & Company Secretary
Membership No: F 9839



Place: Noida

Date: September 20, 2022

ANNEXURE-D

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 7 of Annexure I of the SEBI Circular dated September 9, 2015

Name of the Director	Ms. Megha Chopra
Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment upon retirement by rotation
Date of appointment/ cessation and term of appointment	Not Applicable
Brief Profile (in case of appointment)	She is an entrepreneur with more than nine years of experience in the Company and has been actively involved in the day-to-day running of our Company. Prior to her directorship in the Company, she was associated with HCL Infosystems Limited.
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Spouse of Mr. Bhanu Chopra, Chairman and Managing Director (KMP) of the Company

For RateGain Travel Technologies Limited



(Thomas P. Joshua)

Vice President – Legal & Company Secretary

Memb. No.: F9839

