

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

RATEGAIN TRAVEL TECHNOLOGIES LIMITED

(Formerly known as RateGain Travel Technologies Private Limited)

CIN: L72900DL2012PLC244966

Registered Office: M-140, Greater Kailash Part-II, New Delhi 110048
Corp. Office: Club 125, Plot No. 3,4,5, Tower A, 4th Floor, Sector-125, Noida- 201301, U.P.
Telephone: +91 120 5057 000; E-mail: companysecretary@rategain.com;
Website: www.rategain.com

NOTICE is hereby given that the Tenth (10th) Annual General Meeting ('AGM') of the member(s) of **RateGain Travel Technologies Limited** ('the Company') will be held on Tuesday, September 20, 2022 at 12:00 Noon IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at M-140, Greater Kailash, Part II, New Delhi -110048 shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the 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.
2. To appoint a Director in place of Ms. Megha Chopra (DIN: 02078421), who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board of
For RateGain Travel Technologies Limited

Date: August 15, 2022
Place: New Delhi

Thomas P. Joshua
Company Secretary

NOTES:

1. In view of the COVID pandemic and the social distancing norms followed in the Country, the Ministry of Corporate Affairs ('MCA') vide its 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 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular no. 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 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars) has permitted the holding of the AGMs through VC/OAVM facility without physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 10th AGM of the Company is being held through VC/OAVM facility. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
2. A member entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company.

However, in terms of aforesaid Circulars, since the physical attendance of members has been dispensed with, there is no requirement for appointment of proxies. 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.
3. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, 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.
4. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), in respect of Director seeking re-appointment at the AGM are also annexed to this Notice.
5. The recording of the AGM shall also be made available on the Company's website at www.rategain.com at the Investors Section, as soon as possible, after the conclusion of AGM.
6. All relevant documents or its extracts as referred to in this Notice will also be available electronically for inspection by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email to companysecretary@rategain.com.
7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at companysecretary@rategain.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.
8. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditor of the Company certifying that RateGain Employee Stock Option Scheme, 2015 and RateGain Employee Stock Option Scheme, 2018 and RateGain - Stock Appreciation Rights (SAR) Scheme – 2022 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Members seeking to inspect such documents can send an email to the Company at companysecretary@rategain.com.
9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members holding shares in dematerialized mode, who have not registered/updated their email id's and mobile numbers with the Depository Participants ("DP"), are requested to register/update their email id's and mobile numbers with their respective DP(s). Members holding shares in physical mode, who have not registered their email id's and mobile numbers with the Company are requested to update their email id's and mobile numbers by

writing to the Company at companysecretary@rategain.com and/or by sending a request to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') through email at einward.ris@kfintech.com.

10. In compliance with the aforesaid Circulars, the Notice of AGM and Annual Report for FY 2022 are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or KFin Technologies Limited ('RTA') or DP. Members may note that this Notice of AGM and Annual Report for FY 2022 will also be available at the Investors Section of the Company's website at www.rategain.com, Stock Exchange's website i.e. BSE Limited ('BSE') at www.bseindia.com, National Stock Exchange of India Limited ('NSE') at www.nseindia.com and NSDL at www.evoting.nsdl.com.
11. The Notice of AGM and Annual Report for FY 2022 will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Friday, August 19, 2022.
12. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
13. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at the investor section of the Company's website www.rategain.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
14. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the investor section of the Company's website www.rategain.com. Members are requested to submit these details to their DP in case the shares are held by them

in electronic form, and to the RTA, in case the shares are held in physical form.

15. Non-Resident Indian members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
16. All correspondence for shareholder services should be addressed to the RTA of the Company viz. KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Tel: 040-67161591, e-mail: einward.ris@kfintech.com.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and MCA Circulars, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by NSDL.

The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in this Notice under Note No. 18.

18. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

- i. The remote e-voting period will commence on Friday, September 16, 2022 (9:00 a.m. IST) and ends on Monday, September 19, 2022 (5:00 p.m. IST). During this period, Members whose name appears in the Register of Members/Beneficial Owners as on the cut-off date

- i.e. Tuesday, September 13, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 13, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual

Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 13, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

- iv. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access and log-in to NSDL e-voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

I. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode:

In terms of SEBI circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.

Type of shareholders**Login Method**

5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

If you are not registered, follow the below steps:

1. Option to register is available at <https://eservices.nsd.com>.
2. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Please follow steps given in points 1-5.

B. E-voting website of NSDL:

1. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**

 **Google Play**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services, after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

**Manner of holding shares i.e. Your User ID is:
Demat (NSDL or CDSL) or Physical**

- | | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
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5. Your Password details are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- b) In case you have not registered your email ID, please follow instructions mentioned in this Notice.

- (iii) How to retrieve your ‘initial password’?

- a) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- (i) Click on “**Forgot User Details/ Password**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- (ii) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- (iii) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number, PAN, name and registered address etc.

- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at **Step 1**, you will be able to see the Home page of **e-voting**. Click on e-voting. Then, click on **Active Voting Cycles**.
2. After click on Active Voting Cycles, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle is in active status.
3. Select **“EVEN”** of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
6. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC / OAVM facility and/

or vote through remote e-voting or e-voting at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer by email to shreyanshpjain@gmail.com with a copy marked to the Company at companysecretary@ategain.com. Institutional shareholders (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in
4. Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing demat account number/folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned above for remote e-voting.

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. Members will be able to attend the AGM through VC/OAVM provided by NSDL following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under "Join Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets, Laptops, Mobile devices, etc. are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
4. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.
5. Any member who needs assistance before or during the AGM, may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.

D. OTHER INSTRUCTIONS:

1. The Board of Directors of the Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 10th AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes cast through e-voting at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall

- countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on Investor Section of the website of the Company www.rategain.com and on the website of NSDL at www.evoting.nsd.com after the declaration of result. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.
 4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Tuesday, September 20, 2022.

By the order of the Board of Directors
For RateGain Travel Technologies Limited

Date: August 15, 2022
Place: New Delhi

Thomas P. Joshua
Company Secretary

ANNEXURE

Pursuant to 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, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Ms. Megha Chopra
Date of Birth & Age	January 17, 1980 (42 Years)
Qualification	She holds a post graduate diploma in family business management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai.
Terms and Conditions of appointment/ re-appointment	Executive Director, liable to retire by rotation.
Details of Remuneration sought to be paid	N.A.
Last Remuneration drawn (Per Annum)	N.A.
Experience & Expertise	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.
Date of first appointment on the Board	She was appointed to our Board on November 16, 2012.
No. of equity shares held in the Company	1,42,42,360 equity shares
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
Number of Board Meetings attended during FY 2022	Twenty Two (22)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in the following Companies: <ul style="list-style-type: none"> • Myskintailor Private Limited • Ridaan And Ruhan Buildwell Private limited • Riseai Ventures Private Limited

