

General information about company	
Scrp code	543417
NSE Symbol	RATEGAIN
MSEI Symbol	NOTLISTED
ISIN	INE0CL01024
Name of the entity	RATEGAIN TRAVEL TECHNOLOGIES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Whether the listed entity has a Regular Chairperson		Whether Chairperson is related to MD or CEO		Disqualification of Directors under section 164 of the Companies Act, 2013																			
		Yes		Yes																					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Bhanu Chopra	AGWPC562SR	01037173	Executive Director	Chairperson related to Promoter	MD	14-03-1976	No					NA		16-11-2012	05-08-2021			1	0	1	0		
2	Ms	Megha Chopra	AGWPC5631K	02078421	Executive Director	Not Applicable		17-01-1980	No					NA		16-11-2012				1	0	0	0		
3	Mr	Nishant Kamru Rao	AKIPR8332C	08972696	Non-Executive - Nominee Director	Not Applicable		03-06-1978	No					NA		02-11-2020				1	0	0	0		
4	Mr	Girish Pannan Vaivari	AABPV2037D	07376482	Non-Executive - Independent Director	Not Applicable		10-04-1972	No					NA		29-06-2021	29-06-2021		21	5	5	8	5		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Ms	Aditi Gupta	APEPA8556Q	06413608	Non-Executive-Independent Director	Not Applicable		17-12-1983	No				NA		15-07-2021	15-07-2021		21	1	1	2	1			
6	Mr	UC Rajakumar Konduru	AHHPK5013C	00044538	Non-Executive-Independent Director	Not Applicable		28-09-1962	No				NA		15-07-2021	15-07-2021		21	1	1	2	0			

Audit Committee Details							
					Whether the Audit Committee has a Regular Chairperson		
					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07376482	Girish Paman Vanvari	Non-Executive - Independent Director	Chairperson	15-07-2021		
2	06413605	Aditi Gupta	Non-Executive - Independent Director	Member	15-07-2021		
3	00044539	EC Rajakumar Konduru	Non-Executive - Independent Director	Member	15-07-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sl	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07376482	Girish Paman Vanvari	Non-Executive - Independent Director	Chairperson	15-07-2021		
2	06413605	Aditi Gupta	Non-Executive - Independent Director	Member	15-07-2021		
3	08972606	Nishant Karuru Rao	Non-Executive - Nominee Director	Member	15-07-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06413605	Aditi Gupta	Non-Executive - Independent Director	Chairperson	15-07-2021		
2	01037173	Bhanu Chopra	Executive Director	Member	15-07-2021		
3	00044539	EC Rajakumar Konduru	Non-Executive - Independent Director	Member	15-07-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07376482	Girish Paman Vanvari	Non-Executive - Independent Director	Chairperson	10-02-2023		Textual Information(1)
2	00044539	EC Rajakumar Konduru	Non-Executive - Independent Director	Member	15-07-2021		
3	01037173	Bhanu Chopra	Executive Director	Member	15-07-2021		
4	99999999	Tanmaya Das	Chief Financial Officer	Member	10-02-2023		Textual Information(2)

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Girish Paman Vanvari has been appointed as the Chairman of Risk Management Committee in place of Mr. Bhanu Chopra w.e.f February 10, 2023.
Textual Information(2)	Mr. Tanmaya Das, Chief Financial Officer of the Company has been appointed as a member of the Risk Management Committee w.e.f. February 10, 2023.



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01037173	Bhanu Chopra	Executive Director	Chairperson	15-07-2021		
2	08972606	Nishani Kanuru Rao	Non-Executive - Nominee Director	Member	15-07-2021		
3	06413605	Aditi Gupta	Non-Executive - Independent Director	Member	15-07-2021		
4	02078421	Megha Chopra	Executive Director	Member	07-11-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure I**

**Annexure I**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-11-2022				Yes	6	5	3
2	02-12-2022				Yes	6	5	3
3		01-01-2023	29		Yes	6	5	3
4		10-02-2023	39		Yes	6	5	2

**Annexure I**

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-11-2022				Yes	3	3	3	0
2	Audit Committee	10-02-2023	94			Yes	3	2	2	0
3	Nomination and remuneration committee	07-11-2022				Yes	3	3	2	0
4	Nomination and remuneration committee	02-12-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	10-02-2023	69			Yes	3	3	2	0
6	Stakeholders Relationship Committee	07-11-2022				Yes	3	2	2	0

**Annexure I**

IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	27-01-2023	80			Yes	3	2	2	0
8	Risk Management Committee	10-02-2023	13			Yes	3	2	1	1

**Annexure 1**

<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	THOMAS P. JOSHUA
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.rategain.com
2	Terms and conditions of appointment of independent directors	Yes		www.rategain.com
3	Composition of various committees of board of directors	Yes		www.rategain.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.rategain.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.rategain.com
6	Criteria of making payments to non-executive directors	Yes		www.rategain.com
7	Policy on dealing with related party transactions	Yes		www.rategain.com
8	Policy for determining "material" subsidiaries	Yes		www.rategain.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.rategain.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.rategain.com
11	email address for grievance redressal and other relevant details	Yes		www.rategain.com
12	Financial results	Yes		www.rategain.com
13	Shareholding pattern	Yes		www.rategain.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.rategain.com
16	New name and the old name of the listed entity	Yes		www.rategain.com
17	Advertisements as per regulation 47 (1)	Yes		www.rategain.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.rategain.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rategain.com
21	Materiality Policy as per Regulation 30	Yes		www.rategain.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.rategain.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.rategain.com

**Annexure II**

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

<b>II. Annual Affirmations</b>			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
	Any other information to be provided - Add Notes		

If status is "No" details of non-compliance may be given here.

<b>Annexure II</b>		
1	Name of signatory	THOMAS P. JOSHUA
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



<b>Annexure II</b>		
1	Name of signatory	THOMAS P. JOSHUA
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block	
Textual Information(1)	Company has not provided any Loans/guarantees/comfort letters/securities etc. to the Promoter, Promoter Group, Directors (including relatives), KMPs and to the entities controlled by them.

Signatory Details	
Name of signatory	THOMAS P. JOSHUA
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	18-04-2023

