

September 15, 2023

To,

National Stock Exchange of India Limited
(NSE: RATEGAIN)

BSE Limited
(BSE: 543417)

Sub.: Proceedings of Eleventh (11th) Annual General Meeting of RateGain Travel Technologies Limited and E-Voting Results along with Scrutinizer's Report

Ref.: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir /Ma'am,

We wish to inform you that the Eleventh (11th) Annual General Meeting ('AGM') of the Company was duly held today i.e., Friday, September 15, 2023, through Video Conferencing ('VC')/Other Audio-Visual Means (OAVM).

Remote e-voting, on all the resolutions as set out in the Notice of the AGM, was conducted during the period from Monday, September 11, 2023 at 9.00 a.m. to Thursday, September 14, 2023 at 5.00 p.m. (IST). The facility to cast vote through e-voting was also made available during the AGM, to the members who did not cast their vote through remote e-voting.

Further, as per the e-voting results and the Scrutinizer's Report dated September 15, 2023, all the resolution(s), except item No. 4 i.e. (*Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015*), as set out in the Notice of the AGM have been passed by the members with requisite majority.

In view of the above, we are enclosing the following:

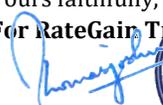
1. Proceedings of the AGM of the Company under Regulation 30 of Listing Regulations – **Annexure A.**
2. E-voting results of the AGM under Regulation 44 of Listing Regulations – **Annexure B.**
3. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**
4. Details required under Regulation 30 of Listing Regulations:
 - i. Re-appointment of Mr. Bhanu Chopra (DIN:01037173) as a Director, liable to retire by rotation - **Annexure D.**
 - ii. Change in designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the Company - **Annexure D.**
 - iii. Approval of the RateGain Employees Stock Purchase Scheme, 2023 and its implementation through Trust - **Annexure E.**

The video recording of the AGM has been made available on the 'Investors' Section of the Company's website at www.rategain.com.

This is for your information & record.

Yours faithfully,

For RateGain Travel Technologies Limited



(Thomas P. Joshi)
Vice President – Legal & Company Secretary
Memb. No.: F9839
Encl.: As above

Annexure A

Brief Proceedings of Eleventh (11th) Annual General Meeting

The Eleventh (11th) Annual General Meeting ('AGM') of the Members of RateGain Travel Technologies Limited was held today i.e., on Friday, September 15, 2023 at 11:00 a.m. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

DIRECTORS PRESENT:

S. No.	Name of the Director	Designation
1.	Mr. Bhanu Chopra	Chairman and Managing Director
2.	Ms. Megha Chopra	Executive Director
3.	Mr. Girish Paman Vanvari	Independent Director and Chairperson of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee
4.	Ms. Aditi Gupta	Independent Director and Chairperson of the Stakeholders Relationship Committee

IN ATTENDANCE:

S. No.	Name of the Attendee	Designation
1.	Mr. Tanmaya Das	Chief Financial Officer
2.	Mr. Thomas P. Joshua	Vice President (Legal) and Company Secretary
3.	Mr. Nitin Toshniwal	Representative of Walker Chandiok & Co. LLP, Statutory Auditors
4.	Mr. Aakash Kansal	Representative of Walker Chandiok & Co. LLP, Statutory Auditors
5.	Mr. Pankaj Kumar Gupta	Representative of Kumar G & Co., Secretarial Auditors

Members Present:

Through VC: 45 Members representing 62,420,122 Equity Shares constituting 57.58 % of the paid-up Equity Share Capital of the Company

Proxy: N.A.

Mr. Bhanu Chopra, Chairman and Managing Director of the Company took the chair and welcomed the members to the 11th AGM of the Company. After ascertaining that the requisite quorum was present, he called the meeting to order. He then introduced the Directors and KMPs present at the Meeting and also confirmed the presence of the representatives of Walker Chandiok & Co. LLP, Statutory Auditors and Kumar G & Co., Secretarial Auditors, at the meeting through Video Conferencing.

Thereafter, Mr. Thomas P. Joshua, Vice President (Legal) and Company Secretary shared the modalities of the 11th AGM of the Company being held through VC/OAVM, on the platform provided by NSDL, in compliance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). He also informed that the e-voting results shall also be uploaded on the Investors Section of the Company's website at www.rategain.com, website of NSDL and disseminated to the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited).

Subsequently, Mr. Bhanu Chopra, Chairman and Managing Director of the Company, addressed the members attending the meeting and shared about the Company's performance, key highlights and industry outlook. Mr. Tanmaya Das, Chief Financial Officer of the Company, also updated the members present on the financial performance of the Company during the financial year 2022-23.

Mr. Thomas P. Joshua, Vice President (Legal) and Company Secretary informed the members that the Notice of the AGM along with the Audited Financial Statements of the Company and the reports of the Board of Directors and Auditors, including annexures thereof, for the Financial Year ended March 31, 2023, have been already circulated to members through electronic mode and has also been made available on the Company's website. He also informed the members that there were no qualifications, observations or comments in the Auditor's Report for the financial Year ended March 31, 2023. Thereafter, the Notice of the AGM along with the reports of the Board of Directors and Auditors were taken as read.

He also informed the members, that those eligible members who had participated in the meeting and had not cast their votes through remote e-voting, could exercise their vote through e-voting platform of NSDL upto 12:30 p.m. as per the detailed instruction in the AGM notice.

The following Ordinary business (s) were transacted at the AGM and passed with requisite majority based on the e-voting results:

Item No.	Details of the Resolutions	Resolution	Status
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Board of Directors and Auditors thereon.	Ordinary	Passed
2.	Appointment of a Director in place of Mr. Bhanu Chopra (DIN: 01037173), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed

The following Special business (s) except item No. 4 i.e. (Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015) were transacted at the AGM and passed with requisite majority, based on the e-voting results:

Item No.	Details of the Resolutions	Resolution	Status
3.	Change in designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the Company	Special	Passed
4.	Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015	Special	Not Passed
5.	Approval for raising of funds by issuance of equity shares through Qualified Institutions Placement (QIP)	Special	Passed
6.	Approval of the RateGain Employees Stock Purchase Scheme, 2023 and its implementation through Trust	Special	Passed
7.	Authorization for RateGain Employee Benefit Trust to acquire equity shares of the company through secondary acquisition for and under the RateGain Employees Stock Purchase Scheme, 2023	Special	Passed
8.	Approval of provisioning of money by the Company to RateGain Employee Benefit Trust for acquisition of shares of the Company under the RateGain Employees Stock Purchase Scheme, 2023	Special	Passed

Members present at the meeting were given an opportunity to ask questions and seek clarification(s), if any, through chat box facility provided by NSDL during the AGM. Some questions received at the meeting were duly responded by the management while the remaining would be responded within a reasonable time from the conclusion of the meeting.

Thereafter, the Chairman thanked the members for their participation and dignified presence at the AGM. Upon completion of the e-voting process, the meeting concluded at 12:30 p.m.

This is for your information and records.

Thanking you.

Yours faithfully,
For RateGain Travel Technologies Limited


(Thomas P. Joshua)

Vice President – Legal & Company Secretary
Memb. No.: F9839

Annexure-B

VOTING RESULTS OF AGM

(As per Regulation 44(3) SEBI (LODR) Regulations, 2015)

Particulars	Details
Date of AGM	Friday, September 15, 2023
Total Number of Shareholders on Record Date	61,743
Number of Shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	N.A.
Public	N.A.
Number of Shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	2
Public	43

Item 1: To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors (the 'Board') 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	24877028	22803903	91.6665	22803903	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	24877028	22803903	91.6665	22803903	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123978	32	99.9997	0.0003	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123978	32	99.9997	0.0003	285
Grand Total	E-Voting	108408298	93329353	86.0906	93329321	32	100.0000	0.0000	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93329353	86.0906	93329321	32	100.0000	0.0000	285

*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 Mr. Bhanu Chopra (DIN: 01037173) as a Director, liable to retire by rotation

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					Yes				
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	24877028	22844797	91.8309	22795835	48962	99.7857	0.2143	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	24877028	22844797	91.8309	22795835	48962	99.7857	0.2143	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123660	386	99.9962	0.0038	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123660	386	99.9962	0.0038	285
Grand Total	E-Voting	108408298	93370283	86.1284	93320935	49348	99.9471	0.0529	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93370283	86.1284	93320935	49348	99.9471	0.0529	285

*Not Applicable

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

Item 3: Change in designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the Company

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	22359421	591971	97.4208	2.5792	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	24877028	22951392	92.2594	22359421	591971	97.4208	2.5792	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123624	386	99.9962	0.0038	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123624	386	99.9962	0.0038	285
Grand Total	E-Voting	108408298	93476842	86.2266	92884485	592357	99.3663	0.6337	285

	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	92884485	592357	99.3663	0.6337	285

*Not Applicable

Result: Resolution No. 3, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 4: Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	0	60401440	0.0000	100.0000	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	0	60401440	0.0000	100.0000	0
Public - Institutions	E-Voting	24877028	22951392	92.2594	21725940	1225452	94.6607	5.3393	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	24877028	22951392	92.2594	21725940	1225452	94.6607	5.3393	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123484	526	99.9948	0.0052	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123484	526	99.9948	0.0052	285
Grand Total	E-Voting	108408298	93476842	86.2266	31849424	61627418	34.0720	65.9280	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	31849424	61627418	34.0720	65.9280	285

*Not Applicable

Result: Resolution No. 4, as set out in the AGM Notice, has not been passed by the Members due to lack of requisite majority.

Item 5: Approval for raising of funds through issuance of equity shares through Qualified Institutions Placement (QIP)

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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
	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0

Promoter and Promoter Group	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	24877028	22951392	92.2594	22910025	41367	99.8198	0.1802	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	24877028	22951392	92.2594	22910025	41367	99.8198	0.1802	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123859	187	99.9982	0.0018	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123859	187	99.9982	0.0018	285
Grand Total	E-Voting	108408298	93476878	86.2267	93435324	41554	99.9555	0.0445	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476878	86.2267	93435324	41554	99.9555	0.0445	285

*Not Applicable

Result: Resolution No. 5, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 6: Approval of the RateGain Employees Stock Purchase Scheme, 2023 and its implementation through Trust

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123420	626	99.9938	0.0062	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123420	626	99.9938	0.0062	285
Grand Total	E-Voting	108408298	93476878	86.2267	79939745	13537133	85.5182	14.4818	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476878	86.2267	79939745	13537133	85.5182	14.4818	285

*Not Applicable

Result: Resolution No. 6, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 7: Authorization for RateGain Employee Benefit Trust to acquire equity shares of the Company through secondary acquisition for and under the RateGain Employees Stock Purchase Scheme, 2023

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
Grand Total	E-Voting	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285

*Not Applicable

Result: Resolution No. 7, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 8: Approval of provisioning of money by the Company to RateGain Employee Benefit Trust for acquisition of shares of the Company under the RateGain Employees Stock Purchase Scheme, 2023

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285

	E-Voting	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285
Grand Total	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285

*Not Applicable

Result:

Resolution No. 8, as set out in the AGM Notice, has been passed by the Members with requisite majority.

For RateGain Travel Technologies Limited



(Thomas P. Valsania)

Company Secretary & Compliance Officer

Mem. No.: F 9839



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

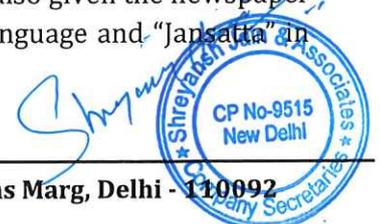
To,
The Chairman
11th (Eleventh) Annual General Meeting of the Shareholders of
RateGain Travel Technologies Limited
[CIN: L72900DL2012PLC244966]
M-140, Greater Kailash Part-II,
New Delhi - 110048

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting (the "AGM") held on Friday, September 15, 2023 at 11:00 A.M. (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 07, 2023 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated August 7, 2023 for the 11th (Eleventh) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**"), held on Friday, September 15, 2023 at 11:00 A.M. (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, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "**SEBI Circulars**") [MCA Circulars and SEBI Circulars are collectively referred as "**Circulars**"].

The Company had sent the Notice of the 11th AGM along with the Annual Report for FY 2022-23 through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on August 18, 2023 and whose email IDs registered with the Company/Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited/ Depository Participants ("DPs"). The Company had also given the newspaper advertisement dated August 24, 2023 in "Financial Express" in English Language and "Jansatta" in



Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of the 11th AGM along with Annual Report for FY 2022-23 to the Shareholders.

The Company has appointed National Securities Depository (India) Limited ("NSDL") for providing the electronic voting facility for conducting electronic voting at the AGM by the Members of the Company.

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 and as amended from time to time (**"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 i.e. KFIN Technologies Limited 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 **Friday, September 08, 2023** 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 Friday, September 15, 2023, after the conclusion of the AGM, at 12:32 P.M.

7. Remote e-voting process

- i. The remote e-voting period commenced from Monday, September 11, 2023 (9:00 A.M. IST) and ended on Thursday, September 14, 2023 (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 Friday, September 08, 2023 only, were entitled to vote on proposed resolutions (Item No. 1 to 8 as set out in the AGM Notice) by remote e-voting.
- iii. On Friday, September 15, 2023, 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. Sunil Kumar, R/o Nyay Khand, Indirapuram, Ghaziabad, Uttar Pradesh-201014 and Mr. Jai Shankar, R/o Sadarpur Colony, Sector-45, Noida) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Sunil Kumar



Name: Jai Shankar

- 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/>.
8. All the resolutions except item No. 4 i.e. (Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015) as set out in the Notice of the AGM, 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 11th (Eleventh) 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:



Item 1: To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors (the 'Board') 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	24877028	22803903	91.6665	22803903	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	24877028	22803903	91.6665	22803903	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123978	32	99.9997	0.0003	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123978	32	99.9997	0.0003	285
Grand Total	E-Voting	108408298	93329353	86.0906	93329321	32	100.0000	0.0000	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93329353	86.0906	93329321	32	100.0000	0.0000	285

*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 Mr. Bhanu Chopra (DIN: 01037173) as a Director, liable to retire by rotation

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					Yes				
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	24877028	22844797	91.8309	22795835	48962	99.7857	0.2143	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	24877028	22844797	91.8309	22795835	48962	99.7857	0.2143	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123660	386	99.9962	0.0038	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123660	386	99.9962	0.0038	285
Grand Total	E-Voting	108408298	93370283	86.1284	93320935	49348	99.9471	0.0529	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93370283	86.1284	93320935	49348	99.9471	0.0529	285

*Not Applicable

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

Item 3: Change in designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the Company

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	22359421	591971	97.4208	2.5792	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	24877028	22951392	92.2594	22359421	591971	97.4208	2.5792	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123624	386	99.9962	0.0038	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123624	386	99.9962	0.0038	285
Grand Total	E-Voting	108408298	93476842	86.2266	92884485	592357	99.3663	0.6337	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	92884485	592357	99.3663	0.6337	285

*Not Applicable

Result: Resolution No. 3, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 4: Consider and approve the modification of RateGain Employees Stock Option Scheme, 2015

Business: Special Business

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

Resolution Required (Ordinary / Special)	Special
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	0	60401440	0.0000	100.0000	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	0	60401440	0.0000	100.0000	0
Public - Institutions	E-Voting	24877028	22951392	92.2594	21725940	1225452	94.6607	5.3393	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	24877028	22951392	92.2594	21725940	1225452	94.6607	5.3393	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123484	526	99.9948	0.0052	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123484	526	99.9948	0.0052	285
Grand Total	E-Voting	108408298	93476842	86.2266	31849424	61627418	34.0720	65.9280	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	31849424	61627418	34.0720	65.9280	285

*Not Applicable

Result: Resolution No. 4, as set out in the AGM Notice, has not been passed by the Members due to lack of requisite majority.

Item 5: Approval for raising of funds through issuance of equity shares through Qualified Institutions Placement (QIP)

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	22910025	41367	99.8198	0.1802	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	24877028	22951392	92.2594	22910025	41367	99.8198	0.1802	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123859	187	99.9982	0.0018	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123859	187	99.9982	0.0018	285
Grand Total	E-Voting	108408298	93476878	86.2267	93435324	41554	99.9555	0.0445	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476878	86.2267	93435324	41554	99.9555	0.0445	285

*Not Applicable



Result: Resolution No. 5, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 6: Approval of the RateGain Employees Stock Purchase Scheme, 2023 and its implementation through Trust

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124046	43.7705	10123420	626	99.9938	0.0062	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124046	43.7705	10123420	626	99.9938	0.0062	285
Grand Total	E-Voting	108408298	93476878	86.2267	79939745	13537133	85.5182	14.4818	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476878	86.2267	79939745	13537133	85.5182	14.4818	285

*Not Applicable

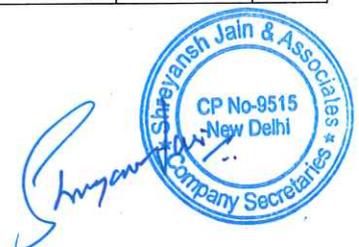
Result: Resolution No. 6, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 7: Authorization for RateGain Employee Benefit Trust to acquire equity shares of the Company through secondary acquisition for and under the RateGain Employees Stock Purchase Scheme, 2023

Business: Special Business

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

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
Grand Total	E-Voting	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285

*Not Applicable

Result: Resolution No. 7, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 8: Approval of provisioning of money by the Company to RateGain Employee Benefit Trust for acquisition of shares of the Company under the RateGain Employees Stock Purchase Scheme, 2023

Business: Special Business

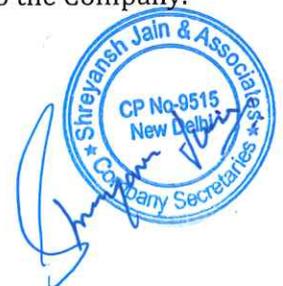
Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Special				
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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	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	24877028	22951392	92.2594	9414885	13536507	41.0210	58.9790	0
Public Non Institutions	E-Voting	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	23129830	10124010	43.7704	10123349	661	99.9935	0.0065	285
Grand Total	E-Voting	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	108408298	93476842	86.2266	79939674	13537168	85.5182	14.4818	285

*Not Applicable

Result: Resolution No. 8, 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.

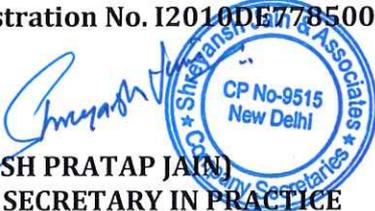
Yours faithfully,

For SHREYANSH JAIN & ASSCIATES

Company Secretaries

Peer Review No. 3639/2023

Firm Registration No. I2010DE178500



(SHREYANSH PRATAP JAIN)

COMPANY SECRETARY IN PRACTICE

M. No.: F8621; C.P. No.: 9515

UDIN: F008621E001018806

Counter-Signed by:

For RateGain Travel Technologies Limited



(Thomas P. Jacob)

Vice President - Legal & Company Secretary

Membership No: F 9839

Place: Noida

Date: September 15, 2023

ANNEXURE-D

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Bhanu Chopra	Mr. Nishant Kanuru Rao
Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment upon retirement by rotation	Change in designation from Nominee Director to Non-Executive Director of the Company
Date of appointment/cessation and term of appointment	Not Applicable	September 15, 2023
Brief Profile (in case of appointment)	He is an entrepreneur with experience of over 15 years and has been actively involved in the day-to-day running of our Company since incorporation. He started his career with Deloitte in 1998.	He has been associated with LinkedIn Corporation USA, Freshdesk Technologies Private Limited and Sirion Labs Private Limited. Currently, he is a partner at Avataar Venture Partners, which was founded by him in 2019.
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Spouse of Ms. Megha Chopra, Executive Director of the Company	N.A.

For RateGain Travel Technologies Limited



(Thomas P. Joshi)

Vice President – Legal & Company Secretary

Memb. No.: F9839

ANNEXURE- E

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief details of options granted	The Company is yet to issue any Offer under the Scheme.
Whether the scheme is in terms of SEBI (SBEB & SE) Regulations, 2021	Yes
Total number of shares covered by these options	21,66,343 (Twenty One Lakh Sixty Six Thousand Three Hundred and Forty Three Only) equity shares of ₹1 (Rupee One) each fully paid-up.
Pricing formula	The Committee shall determine the Exercise Price in the hands of the Eligible Employees for each grant and the pricing formula to be applied for such determination and may grant the Offer to Eligible Employees at different Exercise Price, from time to time, as may be decided by the Committee, at its own discretion subject to conforming to the accounting policies specified under regulation 15 of SEBI (SBEB & SE) Regulations, 2021.
Options vested/ Vesting Schedule	<p>The vesting conditions including vesting schedules in respect of the equity shares shall be as determined by the Committee, from time to time, at its own discretion. Subject to provision of the separation rules under the Scheme, vesting of the Offer shall be subject to continued employment with the Company and such other parameters and conditions as may be defined by the Committee at its own discretion for each Offer. The manner, exact proportion in which and the exact period over which the Offer would vest would be determined by the Committee at the time of grant of the Offer, subject to the minimum vesting period permitted under the SEBI (SBEB & SE) Regulations, 2021.</p> <p>Offer granted under the Scheme would vest after the expiry of the minimum vesting period of 1 year from the date of grant of Offer. The Committee shall decide the manner and maximum period of vesting of equity shares at the time of grant of the Offer.</p>
Time within which option may be exercised	The Exercise Period in respect of the vested Offer shall commence from the date of vesting of such Offer and shall expire on completion of 3 year(s) from the date of respective vesting of such Offer or such other period as may be decided by the Committee, from time to time. The Offers will be exercisable by the Employees by application to the Company/ Trust to exercise the Offers and/or in such manner, and/ or on execution of such

	documents, as may be prescribed by the Committee, from time to time and upon payment of exercise price and/or tax as may be applicable. The Offers will lapse if not exercised within the specified exercise period subject to provisions of the Scheme on separation rules. The application for purchase of the equity shares shall be deemed complete upon payment of exercise price along with applicable taxes for all or part of the equity shares, in one or more tranches, from time to time but within the Exercise Period and compliance of other requisite conditions of exercise including satisfaction of tax liability thereon. Upon exercise of the Offer and fulfillment of all the obligations and conditions contained in the Offer Letter and the Scheme to the satisfaction of the Committee, the Trust shall proceed to transfer of the equity shares as per terms and conditions of the Scheme.
Options exercised	N.A.
Money realized by exercise of options	N.A.
The total number of shares arising as a result of exercise of option	N.A.
Options lapsed	N.A.
Variation of terms of options	N.A.
Brief details of significant terms	N.A.
Subsequent changes or cancellation or exercise of such options	N.A.
Diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.