

**November 19, 2022**

**To,**

**National Stock Exchange of India Limited**  
(NSE: RATEGAIN)

**BSE Limited**  
(BSE: 543417)

**Subject: Result of Postal Ballot - Notice dated October 18, 2022**

Dear Sir/Ma'am,

This is in furtherance to our letter dated October 20, 2022, submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way for Special Resolution:

**(a) Variation in the objects mentioned in the prospectus dated December 10, 2021, for utilization of issue proceeds**

The Remote E-voting on all the resolutions set out in the Postal Ballot Notice was conducted during the period from 9.00 a.m. (IST) on Friday, October 21, 2022 and ends at 5.00 p.m. (IST) on Saturday, November 19, 2022.

Pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find below:

- a) Voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure-A**.
- b) Scrutinizer's Report dated November 19, 2022 pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure-B**.

The voting results and scrutinizer report will also be hosted on the Company's website at [www.rategain.com](http://www.rategain.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take above information on record.

Yours faithfully,

**For RateGain Travel Technologies Limited**



**(Thomas P. Joshua)**  
**Company Secretary & Compliance Officer**  
**Mem. No.: F 9839**

**Encl.: As above**

## Annexure-A

### RESULTS OF POSTAL BALLOT

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

Particulars	Details
<b>Name of the Company</b>	RateGain Travel Technologies Limited
<b>Date of Postal Ballot Notice</b>	October 18, 2022
<b>E-Voting Start Date</b>	9.00 a.m. (IST) on Friday, October 21, 2022
<b>E-Voting End Date</b>	5.00 p.m. (IST) on Saturday, November 19, 2022
<b>Total Number of Shareholders on Record Date</b>	71,640
<b>Number of Shareholders present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	N.A.
Public	N.A.
<b>Number of Shareholders attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	N.A.
Public	N.A.

**Resolution 1:** Variation in the objects mentioned in the prospectus dated December 10, 2021, for utilization of issue proceeds

Business: **Special Business**

Mode of Voting: **E-voting**

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
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	21700710	18343906	84.5314	18343906	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>21700710</b>	<b>18343906</b>	<b>84.5314</b>	<b>18343906</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26110032	14259372	54.6126	14252673	6699	99.9530	0.0470
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>26110032</b>	<b>14259372</b>	<b>54.6126</b>	<b>14252673</b>	<b>6699</b>	<b>99.9530</b>	<b>0.0470</b>
Grand Total	E-Voting	<b>108212182</b>	93004718	85.9466	92998019	6699	99.9928	0.0072
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>108212182</b>	<b>93004718</b>	<b>85.9466</b>	<b>92998019</b>	<b>6699</b>	<b>99.9928</b>	<b>0.0072</b>

**RESULT:** The Members have passed the Special Resolution No. 1 as set out in the Postal Ballot Notice dated October 18, 2022 with requisite majority.

For RateGain Travel Technologies Limited



(Thomas P. Joshua)  
Company Secretary & Compliance Officer  
Mem. No.: F 9839





# SHREYANSH JAIN & ASSOCIATES

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT ON THE REMOTE E-VOTING (POSTAL BALLOT) IN RESPECT OF RESOLUTION PROPOSED TO BE PASSED THROUGH POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')]

To,

**The Chairman**

**RateGain Travel Technologies Limited**

**CIN: L72900DL2012PLC244966**

**M-140, Greater Kailash Part-II**

**New Delhi - 110048**

**Subject: Submission of voting results of Postal Ballot through e-voting of RateGain Travel Technologies Limited in respect of the Resolutions contained in the Postal Ballot Notice dated October 18, 2022**

Dear Sir,

I, Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F 8621 & C.P. No. 9515), in terms of provisions of Section 108 & 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, was appointed as Scrutinizer by the Board of Directors of **RateGain Travel Technologies Limited** (*the Company*) for the purpose of conducting the Postal Ballot/Remote E-Voting in respect of the Resolutions as circulated in the Notice of Postal Ballot dated October 18, 2022.

Pursuant to the provisions of Section 108 & Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*Listing Regulations*), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ('SS-2') and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 & 3/2022 May 05, 2022 ('MCA Circulars') and applicable circulars issued by SEBI.

I submit my report as under:

- 1) As per MCA Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated October 18, 2022 on October 20, 2022, by e-mail to the Members who have registered their e-mail address with the Company/Depositories.
- 2) As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Ballot Forms and Pre-paid Business Reply Envelops were not dispatched to Members for this Postal Ballot. Accordingly, the communication of assent or dissent of the Members had taken place through the remote e-voting process.

Office No. 302, IIIrd Floor, Building No. 14, Veer Savarkar Block, Shakarpur, Vikas Marg, Delhi - 110092

Contact No.:(M) 9999649807, 01145027103

E-mail: [shreyanshpjain@gmail.com](mailto:shreyanshpjain@gmail.com)

**SHREYANSH  
PRATAP JAIN**

Digitally signed by SHREYANSH PRATAP JAIN  
DN: cn=N, o=Personal, postalCode=110094,  
st=Delhi,  
serialNumber=8691D1B6F7BD1056E67F9D56  
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- 3) In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the Company has published an advertisement on October 21, 2022 in Financial Express, (English Language National Daily Newspaper – All India) and in Jansatta, a vernacular i.e., Hindi Language (Daily Newspaper – Delhi) regarding completion of dispatch of Postal Ballot Notice dated October 18, 2022 and also specified therein the matters prescribed in the Rules in connection with remote e-voting.
- 4) The Members of the Company holding Equity Shares, as at the close of business hours on the cut-off date i.e. Monday, October 17, 2022 were entitled to vote on the resolution as set out in Postal Ballot Notice dated October 18, 2022, through remote e-voting.
- 5) The Compliance with the relevant provisions of the Act and rules made thereunder read with MCA Circulars in relation to e-voting on the proposed resolutions mentioned in the Postal Ballot Notice dated Tuesday, October 18, 2022 is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in fair and transparent manner and render scrutinizer report based on reports generated from electronic voting system provided by National Securities Depository Limited (“NSDL”).
- 6) The Company had appointed M/s. National Securities Depository Limited (“NSDL”), as the Service Provider, for providing the facility of remote e-voting to the Members of the Company from 9.00 a.m. (IST) on Friday, October 21, 2022 to 5.00 p.m. (IST) on Saturday, November 19, 2022.
- 7) The votes cast by the Members electronically were unblocked after 5.40 p.m. (IST) on Saturday, October 19, 2022 in the presence of Mr. Shivam & Mr. Ashish Sharma who are not in the employment of the Company. Thereafter, the details of votes were downloaded from the website of NSDL.
- 8) On scrutiny, I report that 453 Members had exercised their vote through remote E-voting on Resolution No. 1. The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members as at the close of business hours on Monday, October 17, 2022.

The detailed e-voting Results are as follows:

**RESOLUTION NO.1: VARIATION IN THE OBJECTS MENTIONED IN THE PROSPECTUS DATED DECEMBER 10, 2021, FOR UTILIZATION OF ISSUE PROCEEDS**

*Business:* **Special Business**

*Mode of Voting:* **E-voting**

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
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public – Institutions	E-Voting	21700710	18343906	84.5314	18343906	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
	<b>Total</b>	<b>21700710</b>	<b>18343906</b>	<b>84.5314</b>	<b>18343906</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	26110032	14259372	54.6126	14252673	6699	99.9530	0.0470	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>26110032</b>	<b>14259372</b>	<b>54.6126</b>	<b>14252673</b>	<b>6699</b>	<b>99.9530</b>	<b>0.0470</b>	<b>0</b>
Grand Total	E-Voting	<b>108212182</b>	93004718	85.9466	92998019	6699	99.9928	0.0072	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>108212182</b>	<b>93004718</b>	<b>85.9466</b>	<b>92998019</b>	<b>6699</b>	<b>99.9928</b>	<b>0.0072</b>	<b>0</b>

**SHREYANSH PRATAP JAIN**

Digitally signed by SHREYANSH PRATAP JAIN  
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 cn=SHREYANSH PRATAP JAIN  
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**RESULT:**

The Special Resolution No. 1 as set out in the Postal Ballot Notice dated October 18, 2022 has been passed by the Members with requisite majority.

Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the signing of the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson of the Company or to any other person as authorized by the Chairperson, for safe keeping.

You may, accordingly, declare the results of the postal ballot through e-voting.

**For SHREYANSH JAIN & ASSCIATES**

**Company Secretaries**

**Firm Registration No. I2010DE778500**

**SHREYANSH PRATAP  
JAIN**

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serialNumber=8691D1B6F7BD1056E67F9D56B389077190B74B  
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**(SHREYANSH PRATAP JAIN)**

**COMPANY SECRETARY IN PRACTICE**

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

**UDIN: F008621D001926900**

**Place: Delhi**

**Date: November 19, 2022**