

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

RATEGAIN TRAVEL TECHNOLOGIES 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 Thirteenth (13th) Annual General Meeting ('AGM') of the Members of **RateGain Travel Technologies Limited** ('the Company') will be held on **Monday, September 29, 2025, at 11:00 a.m. (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 whereat the proceedings of the AGM shall be deemed to have been conducted, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors (the 'Board') and Auditors thereon.

2. Appointment of Mr. Nishant Kanuru Rao (DIN: 08972606) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Nishant Kanuru Rao (DIN: 08972606), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Aakrit Ajay Kumar Vaish (DIN: 05113028) as an Independent Director of the Company

To appoint and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing

Regulations') and other applicable provisions of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company Mr. Aakrit Ajay Kumar Vaish (DIN: 05113028), who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from August 08, 2025 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from August 08, 2025 to August 07, 2030 (both days inclusive) and shall not be liable to retire by rotation on such terms as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution."

4. Appointment of M/s RMG & Associates, Company Secretaries, as Secretarial Auditors of the Company

To appoint and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for

the time being in force), M/s. RMG & Associates, Company Secretaries, (Firm Registration Number P2001DE016100), be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (including its Committee(s) thereof) in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and the

Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution."

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

Date: August 07, 2025
Place: Noida

Mukesh Kumar
Company Secretary
M. No. A17925

NOTES:

1. In view of the relaxation granted by, The Ministry of Corporate Affairs, Government of India ('MCA') vide its General circular Nos. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means ('VC/ OAVM') facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 13th 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 Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice. 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 a Director seeking appointment/re-appointment at the AGM are also annexed to this Notice.

5. The recording of the AGM and transcript 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 their 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 upto the date of AGM. Members seeking to inspect such documents may send an e-mail 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, RateGain Employee Stock Option Scheme, 2018, RateGain - Stock Appreciation Rights (SAR) Scheme, 2022 and RateGain Employees Stock Purchase Scheme, 2023 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 e-mail 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 e-mail IDs and mobile

numbers with the Depository Participants ('DP'), are requested to register/update their e-mail IDs and mobile numbers with their respective DP(s). Members holding shares in physical mode, who have not registered their e-mail IDs and mobile numbers with the Company are requested to update their e-mail IDs and mobile numbers by sending a request to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') through e-mail at einward.ris@kfintech.com and to Company at companysecretary@rategain.com.

10. In compliance with the MCA and SEBI circulars, the Notice of AGM and Annual Report for Financial Year 2025 are being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company or RTA or DP. Members may note that this Notice of AGM and Annual Report for Financial Year 2025 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 Financial Year 2025 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 August 29, 2025.
12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
13. SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members can contact the Company or Company's RTA, for any assistance in this regard. Further, SEBI vide its Master circular dated May 17, 2023, provided clarifications on the norms/procedural requirements for processing service requests of investors.
14. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: https://investors.rategain.com/index_rg.htm.
15. As per the provisions of Section 72 of the Act, the facility for submitting nominations 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 DPs in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.
16. 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.
17. 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.

18. 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., either 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. 19.

19. 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 Thursday, September 25, 2025 (9:00 a.m. IST) and will end on Sunday, September 28, 2025 (5:00 p.m. IST). During the remote e-voting period, Members whose name appears in the Register of Members/Beneficial Owners as on the cut-off date i.e., Monday, September 22, 2025 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 acquire shares of the Company and become Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., Monday, September 22, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com 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 forget 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. 022 - 4886 7000. 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., Monday, September 22, 2025 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

A. 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	<ol style="list-style-type: none"> For OTP based login you can click on The link is https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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 & 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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login in the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 & 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 Your User ID is: shares i.e. 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*** |

5. Password details for shareholders other than Individual shareholders are given below:

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

- b) 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.

- c) How to retrieve your 'initial password'?

- i. 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 folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) 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.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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 all the companies **"EVEN"** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join Meeting"**.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to devesh@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI 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 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@ategain.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to companysecretary@ategain.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of 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 casted 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 in 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 on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. 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, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" 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/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. 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.
7. 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.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

OTHER INSTRUCTIONS:

1. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (FCS 8488, CP 13700), Managing Partner of DPV & Associates LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 13th 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.nsdl.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 resolutions forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e., Monday, September 29, 2025.

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

Date: August 07, 2025
 Place: Noida

Mukesh Kumar
 Company Secretary
 M. No. A17925

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

In line with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 07, 2025, subject to approval of Members, has approved the appointment of Mr. Aakrit Ajay Kumar Vaish as an Additional (Non-Executive Independent) Director of the Company with effect from August 08, 2025 for a term of 5 (five) consecutive years in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the Members of the Company.

The Company has received the following statutory disclosures / declarations from Mr. Vaish viz.:

- I. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- II. Disclosure of interest u/s 184(1) of the Act in Form MBP-1,
- III. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,
- IV. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- V. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- VI. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
- VII. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee ('NRC') had previously finalized the desired attributes for the selection of the Independent Directors such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Aakrit Ajay Kumar Vaish. In the opinion of the Board, Mr. Vaish fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the management. The Board noted that Mr. Vaish's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member, signifying his candidature as an Independent Director of the Company.

The brief profile and specific areas of expertise alongwith the other details of Mr. Aakrit Ajay Kumar Vaish in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 are given in Annexure to this Notice.

Mr. Vaish would be entitled for sitting fee, reimbursement of expenses at actuals, if any. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at www.rategain.com.

Except Mr. Vaish, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in this resolution.

The Board of Directors of your Company, therefore, recommends the appointment of Mr. Aakrit Ajay Kumar Vaish as set out in item no. 3 of the notice, for approval of the Members of the Company as a special resolution.

Item No. 4

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings

held on August 07, 2025 and subject to approval of Members, approved the appointment of M/s. RMG & Associates, Company Secretaries, (Firm Registration Number P2001DE016100) ('RMG'), Peer Reviewed Firm of Company Secretaries in Practice, as Secretarial Auditors for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

RMG is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI). The firm was established in the year 2001. The registered office of the firm is situated in New Delhi, and it has a branch office in Gurugram. They are Company Secretaries firm advising domestic and international clients for more than 24 years and providing a broad range of Secretarial, legal, regulatory and advisory services to the commercial, industrial and financial communities. RMG serves the need of both small and large businesses, ranging from basic start-up work to complex legal issues and regulatory matters.

The firm is Peer and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. RMG & Associates has been the Secretarial Auditors of the Company from Financial Year 2024 and as part of their Secretarial Audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s. RMG & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India and SEBI Listing Regulations. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

The services to be rendered by Secretarial Auditors is within the purview of SEBI circular no. SEBI/HO/CFD/

CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Terms and conditions of appointment & remuneration:

a) Term of appointment:

5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

b) Remuneration:

₹ 3,85,000/- (Rupees Three Lakh Eighty-Five Thousand only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditors, which is in line with the industry benchmark.

Fee for subsequent years: As determined by the Audit Committee and/or the Board of Directors with the mutual discussion with the RMG.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.4.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 4 of the accompanying Notice for approval of Members.

ANNEXURE

Pursuant to the Regulation 36(3) of 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	Mr. Nishant Kanuru Rao	Mr. Aakrit Ajay Kumar Vaish
DIN	08972606	05113028
Designation and Category of Director	Non- Executive Director	Non- Executive Independent Director
Date of Birth & Age	June 03, 1978 (47 Years)	August 15, 1986 (39 Years)
Qualification	He holds a bachelor's degree in computer science from University of Texas, Austin, United States and a master's degree in business administration from Massachusetts Institute of Technology, Cambridge, USA.	He went to University of Illinois Urbana Champaign for engineering studies.
Brief profile	Mr. Nishant Kanuru Rao has around 28 years of experience. He was associated with LinkedIn, Freshdesk & Sirion Labs. Currently, he is a partner at Avataar Venture Partners, which was founded by him in 2019. Mr. Rao is also associated with Acidaes Solutions Private Limited, Sense Talent Labs Inc, and Emiza Supply Chain Services Private limited as Director of the Company.	Mr. Aakrit Ajay Kumar Vaish has around 20 years of experience, spread across diverse industries. He was the Co-Founder & CEO of Haptik, one of the world's largest conversational AI platforms, acquired by Reliance Jio for \$100 million. Recently, he served as an advisor for India AI Mission is an Independent Business Division (IBD) as part of MeitY, with the goal of building the sovereign AI footprint of the country. Currently, he is building a new age AI investment platform for India called Activate.
Terms and Conditions of appointment/re-appointment	Non- Executive Director, liable to retire by rotation.	Non- Executive Independent Director, not liable to retire by rotation.
Details of Remuneration sought to be paid	N.A.	N.A.
Last Remuneration drawn (Per Annum)	N.A.	N.A.
Experience & Expertise	He has around 28 years of experience and has expertise in Global Business, Mergers & Acquisitions, Transaction Advisory, Governance, Compliance, Risk, Finance & Taxation, Enterprise Management, People Management and Leadership skills.	He has around 20 years of experience and has expertise in Global Business, Artificial Intelligence, Technology, Leadership and Corporate Governance matters.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements (In case of appointment of Independent Director)	N.A.	Rich experience in various areas of Global Business, Artificial Intelligence, Technology, Leadership and Corporate Governance matters.
Date of first appointment on the Board	November 02, 2020	August 08, 2025

Name of the Director	Mr. Nishant Kanuru Rao	Mr. Aakrit Ajay Kumar Vaish
No. of equity shares held in the Company	NIL	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Nishant Kanuru Rao is not related inter-se to any other Directors, Manager and Key Managerial Personnel of the Company.	Mr. Aakrit Ajay Kumar Vaish is not related inter-se to any other Directors, Manager and Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2025	Four (4)	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Directorship in the following Companies:</p> <ul style="list-style-type: none"> • Emiza Supply Chain Services Private Limited • Acidaes Solutions Private Limited <p>Mr. Nishant Kanuru Rao does not hold any chairmanship or membership of committees of other Boards.</p>	<p>Directorship in the following Companies:</p> <ul style="list-style-type: none"> • Jio Haptik Technologies Limited • TEM Association • Winmark Enterprises Private Limited <p>Mr. Aakrit Ajay Kumar Vaish does not hold any chairmanship or membership of committees of other Boards.</p>
Listed entities from which the Director has resigned in the past three years	N.A.	N.A.