

NOTICE OF THE 11th ANNUAL GENERAL MEETING

RATEGAIN TRAVEL TECHNOLOGIES LIMITED

(Formerly known as RateGain Travel Technologies Private Limited)

CIN: L72900DL2012PLC244966

Registered Office: M-140, Greater Kailash Part-II, New Delhi-110048

Corp. Office: Club 125, Plot No. 3,4,5, Tower A, 4th Floor, Sector-125, Noida- 201301, U.P.

Telephone: +91 120 5057 000; **E-mail:** companysecretary@rategain.com;

Website: www.rategain.com

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting ('AGM') of the member(s) of **RateGain Travel Technologies Limited** ('the Company') will be held on Friday, September 15, 2023 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, 2023 and the reports of the Board of Directors (the 'Board') and Auditors thereon.

2. Appointment of Mr. Bhanu Chopra (DIN: 01037173) as a director, liable to retire by rotation

To appoint a director in place of Mr. Bhanu Chopra (DIN: 01037173), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (collectively referred to as the 'Act'), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment thereof for the time being in force), read with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to change the designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the Company with effect from September 15, 2023 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the powers granted vide all earlier resolutions passed by the Shareholders including June 15, 2015, April 30, 2018, October 1, 2019, June 15, 2020, August 6, 2021 and August 16, 2021, and pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 7(1) of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the 'SEBI SBEB Regulations'), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s),

permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), considering the maximum benefits for the employees under the RateGain Employee Stock Option Scheme, 2015 (the 'Scheme') and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to amend the Scheme by increasing the exercise period by 12 months and thus, making the total exercise period of 36 months from the date of vesting.

RESOLVED FURTHER THAT the above-mentioned resolution being beneficial in the interest of the grantees shall be extended on all the earlier granted options made, under the Scheme.

FURTHER RESOLVED THAT the other terms and conditions of the Scheme shall continue to remain the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (the 'Act') (including any statutory amendment,

modification or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations'), the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI LODR Regulations'), the provisions of the Foreign Exchange Management Act, 1999, as amended, and regulations and rules issued thereunder, including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (the 'GOI'), the Reserve Bank of India (the 'RBI'), the Securities and Exchange Board of India (the 'SEBI'), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the 'ROC'), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/ or sanctions from the GOI, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the ROC, the RBI, Stock Exchanges, and/or any other concerned statutory, regulatory or other authorities/ institutions/ bodies, as may be applicable, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, such number of equity shares of the Company with a face value of ₹ 1 (Rupee One) each (the 'Equity Shares'), to such eligible investors including Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) ('QIBs'), eligible foreign/ non-resident investors and/ or any other eligible category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the 'Board' which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute

to exercise its powers including the powers conferred by this Resolution) may determine in accordance with applicable law, by way of a Qualified Institutions Placement ('QIP') in accordance with Chapter VI of the SEBI ICDR Regulations, subject to applicable laws, for an aggregate amount not exceeding ₹ 600 Crores (Rupees Six Hundred Crores Only) or equivalent thereof in one or more foreign currency and/ or Indian rupees, inclusive of such premium as may be fixed on such Equity Shares at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) appointed for such issue, as may be decided by the Board in its absolute discretion at the time of such issuance ('Issue') and the number and/ or price of Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of outstanding Equity Shares, merger, amalgamation, demerger, takeover, transfer of undertaking, sale of division or any such capital or corporate restructuring or re-organization.

RESOLVED FURTHER THAT in respect of issue of equity shares to QIBs in terms of Chapter VI of the SEBI ICDR Regulations pursuant to the Issue:

- a) the allotment of Equity Shares shall be completed within 365 days from the date of this approval of the QIP by the shareholders of the Company by way of a special resolution or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ('QIP Floor Price'), provided that the Board may, at its discretion and in accordance with applicable law, offer a discount of not more than 5% or such other percentage as permitted under applicable law, on such QIP Floor Price, and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;

- b) the Equity Shares shall be allotted as fully paid-up;
- c) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the SEBI ICDR Regulations; and
- d) the Equity Shares shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the Stock Exchanges or except as may be permitted from time to time under the SEBI ICDR Regulations.

FURTHER RESOLVED THAT for the purpose of giving effect to any offer, issue or allotment of equity shares pursuant to the Issue, the Board shall seek listing of any or all of such equity shares of the Company as the case may be, on the applicable stock exchanges in India.

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, in the event the Equity Shares are issued to QIBs by way of QIP, in terms of Chapter VI of the SEBI ICDR Regulations, the 'relevant date' for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

FURTHER RESOLVED THAT in pursuance of the aforesaid resolutions, the Equity Shares to be so created, offered, issued and allotted:

- a) shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above, the Board or a committee thereof be and is hereby accorded to take all actions and to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary placement document as well as final placement document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the issue, the nature and number of Equity Shares to be offered, issued and allotted, timing of the Issue, determination of person(s) to whom the Equity Shares will be offered and

allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue, execution of various agreements, deeds, instruments and other documents, including the escrow agreement, placement agreement, agreements with the depositories, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Equity Shares and as the Board or a committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED THAT the Board or committee thereof be and is hereby authorized to appoint or ratify the appointment book running lead managers, underwriters, escrow agents, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to delegate all or any of the powers herein conferred, amongst others, the power to determine the terms and timing of the Issue, issue price (including discount, if any), the quantum of equity shares to be issued, selection of eligible person(s) to whom equity shares are proposed to be offered, issued and allotted and matters related thereto, to a committee of directors of the Company in such manner as the Board may deem fit, in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as such committee of directors may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 67 of the Companies Act, 2013 (the 'Act'), the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules framed thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations'), as amended/reenacted from time to time, the provisions of the Memorandum and Articles of Association of the Company and any other applicable laws, rules or regulations (collectively 'Applicable Laws') and subject to approval of the Reserve Bank of India, if any, and such other approvals, permissions and sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), approval of the members of the Company be and is hereby accorded respectively to the employees stock purchase scheme of the Company i.e. RateGain Employees Stock Purchase Scheme, 2023 ('ESPS 2023' or 'Scheme') and the Board of Directors of the Company (hereinafter referred to as the 'Board'

which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its power, including the powers conferred by this resolution and the Regulations) or the officers who may be authorized by the Board in this regard, for implementing the Scheme through an employee welfare trust, namely RateGain Employee Benefit Trust that may be established by the Company under the provisions of the Indian Trusts Act, 1882 ('Trust'), for the benefit of the Employees as defined under the Scheme, by way of offer(s) for purchase of fully paid up equity shares of the Company of face value of ₹1 (Rupee One) each to Eligible Employees in terms thereof, from the equity shares to be acquired/purchased by the Trust from time to time through Secondary Acquisition as defined under the Scheme in accordance with the Applicable Laws for the purposes of holding and transferring such equity shares to such Eligible Employees under the the Scheme, upon their purchase, at such price or prices, in one or more tranches, for cash and on such terms and conditions, as may be in accordance with the Scheme and the Act, the Regulations and Applicable Laws, such that the equity shares to be transferred to the Eligible Employees, present and future, under the Scheme shall not exceed an overall limit of 2% of the paid up equity capital as on March 31, 2023 i.e. not more than 21,66,343 (Twenty One Lakh Sixty Six Thousand Three Hundred and Forty Three Only) equity shares of ₹ 1 (Rupee One) each subject to adjustment to the above number with regards to various corporate actions which the Company may come out with, subject to overall limits under the Act and Regulations.

RESOLVED FURTHER THAT the Board or the officers who may be authorized by the Board in this regard, be and are hereby authorized to make any modifications, changes, variations, alterations or revisions to the Scheme, as it may deem fit, from time to time and/ or amend modify, alter, vary, suspend, withdraw or revive the Scheme from time to time in conformity with the provisions of the Act, the Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the employees of the Company with regard to the equity shares that may have already been granted.

FURTHER RESOLVED THAT the equity shares to be transferred in accordance with the Scheme as mentioned hereinbefore shall rank pari-passu

including dividend inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the maximum number of equity shares that may be offered and transferred to any individual Eligible Employee under the Scheme in any financial year and in aggregate shall not exceed 2,00,000 (Two Lakh Only) equity shares of the Company i.e upto 0.185% of the paid up equity share capital of the Company as on March 31, 2023, under the Scheme subject to adjustment to the above number with regards to various corporate actions which the Company may come out with, subject to overall limits under the Act and Regulations.

FURTHER RESOLVED THAT the Board is authorized for execution of the Trust constituent documents including but not limited to Trust Deed, service level agreement and/or loan agreement or any amendment or modification thereof with the Trustee(s) for administering the Scheme under the Trust and also to authorize signatories for the same.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, share splits, merger and sale of division and others, if any, additional equity shares are issued by the Company to the Eligible Employees/the Trust for the purpose of making a fair and reasonable adjustment to the Offer granted earlier, then the ceiling of equity shares as mentioned above of ESPS 2023 shall be deemed to be increased/adjusted, accordingly, subject to overall limits under the Act and Regulations, subject to overall limits under the Act and Regulations.

FURTHER RESOLVED THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be transferred and the price of acquisition payable by the Eligible Employees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1 (Rupee One) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees under the Scheme.

RESOLVED FURTHER THAT pursuant to Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company may re-price the Offers under the Scheme which are not exercised, whether or not

they have been vested if the Offer was rendered unattractive due to fall in the price of equity shares in the stock market, provided the same is not detrimental to the interests of employees of the Company.

FURTHER RESOLVED THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under the Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT at the time of grant, vesting or exercise of the equity shares by the Eligible Employee under the Scheme, in whole or in part, if any tax obligation of the Company, which may arise in connection with such equity shares including obligations arising upon (i) the exercise of the Offer and/or (ii) the transfer of any equity shares acquired upon exercise of the Offer, will be recovered from such Eligible Employee, by the methods as prescribed by the Board and as permissible under the law.

RESOLVED FURTHER THAT in case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions of the Scheme, the Board be and is hereby authorized to make any modifications, changes, variations, alterations or revisions in the said Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, Regulations and any other Applicable Laws.”

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 67 of the Companies Act, 2013 (the ‘Act’), the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules framed thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Regulations’), as amended/reenacted from time to time, the provisions of the Memorandum and Articles of Association of the Company and any other applicable laws, rules or regulations (collectively ‘Applicable Laws’) and subject to approval of the Reserve Bank of India, if any, and such other approvals, permissions and sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its power, including the powers conferred by this resolution and the Regulations) or the officers who may be authorized by the Board in this regard, for acquisition of equity shares of the Company from secondary market through RateGain Employee Benefit trust that may be established by the Company under the provisions of the Indian Trusts Act, 1882 (the ‘Trust’), in one or more tranches, during any financial year not exceeding 2% of the paid up equity capital of the Company as at the end of the previous financial year and that the total number of equity shares under secondary acquisition held by the Trust(s) shall at no time exceed 5% of the paid up equity capital as at the end of the financial year immediately prior to the year in which the shareholders’ approval is obtained for such secondary acquisition for the sole purpose of implementation of RateGain Employees Stock Purchase Scheme 2023 (‘ESPS 2023’ or ‘Scheme’) and such other schemes as may be instituted or set up in future [‘Scheme(s)’]

in due compliance of the Act, the Regulations and the Applicable Laws and that this limit will be applicable as per the norms set out in relevant regulations as in force and amended from time to time.

RESOLVED FURTHER THAT the Trust be and is hereby authorized to transfer equity shares upon exercise of the Offer under the Scheme, from time to time, and such equity shares shall rank pari-passu in all respect with the then existing equity shares of the Company.

FURTHER RESOLVED THAT the equity shares shall be transferred in accordance with the Scheme through the Trust and that the Scheme may also envisage providing any financial assistance in the form of loan on such terms as may be approved by the Board to the Trust to acquire or purchase to the equity shares of the Company from the secondary market, subject to the compliance with the applicable provisions of the Act, Regulations including any amendment(s) or modification(s) thereof and utilize against exercise of the Offer granted/ to be granted under the Scheme, as modified from time to time, and other employee stock option schemes/plans as may be formulated from time to time for granting offers/options to the employees of the Company, its subsidiaries and/or associate company(ies) and that the Trust may implement such mechanism as permitted under the prevailing law to facilitate/administer/ expedite exercise of offers/options including but not limited to cashless or partial cash-less exercise or any other mechanism by whatever name called as permitted under the prevailing law and that the Company under such mechanisms may itself fund or permit the empaneled stock brokers to fund the payment of exercise price and/or tax money as may be applicable which shall be adjusted against the sale proceeds of some or all the shares, subject to the provisions of the applicable laws or regulations.

RESOLVED FURTHER THAT such Trust:

- a) shall be required to hold the equity shares acquired through secondary acquisition for a minimum period of six months except wherever otherwise permitted.
- b) shall be permitted to undertake off-market transactions in case of transfer to the employees pursuant to the Scheme, the Act, the Regulations and the Applicable Laws.
- c) shall not become a mechanism for trading in equity shares and hence shall not sell the equity shares in secondary market except

under the circumstances set out in the Regulations, as amended from time to time.

- d) shall operate strictly in accordance with the applicable rules and regulations.

FURTHER RESOLVED THAT subject to applicable provisions, in case of any corporate action(s) such as rights issues, bonus issues, buy-back of shares, share splits, consolidation etc. if any, by the Company, number of equity shares to be acquired or allowed to be acquired from secondary market by the Trust shall be appropriately adjusted, subject to overall limits under the Act and Regulations.

RESOLVED FURTHER THAT such Trust(s) will operate inter-alia, under the Act, the Regulations and the Applicable Laws, provisions not specifically provided herein but set out in any such then applicable Regulations will have the effect as set out in such Act/Regulation and that the Trust deed thereof shall contain minimum provisions specified by SEBI, from time to time.

FURTHER RESOLVED THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 67 of the Companies Act, 2013 (the 'Act'), the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act

and rules framed thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations'), as amended/reenacted from time to time, the provisions of the Memorandum and Articles of Association of the Company and any other applicable laws, rules or regulations (collectively 'Applicable Laws') and subject to approval of the Reserve Bank of India, if any, and such other approvals, permissions and sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), approval of the members of the Company be and is hereby accorded to the provision of money by the Company to RateGain Employee Benefit Trust that may be established by the Company under the provisions of the Indian Trusts Act, 1882 ('Trust') for the purposes of acquiring/purchasing and/or holding the equity shares of the Company, in one or more tranches, under the RateGain Employees Stock Purchase Scheme, 2023 of the Company ('ESPS 2023' or 'Scheme') subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT in order to enable the Trust to acquire the aforesaid equity shares of the Company, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the total market value of the equity shares to be offered in terms of the Scheme.

FURTHER RESOLVED THAT the Trust shall use the loan amount disbursed from time to time only for the purpose of the Scheme, strictly in accordance with the provisions of the Act, the Regulations and the Applicable Laws.

RESOLVED FURTHER THAT any loan provided by the Company may be interest free, with the tenure of such loan based on the terms of the Scheme, and shall be repayable to the Company upon realization of proceeds on the permitted sale/ transfer of equity shares and any other income of the Trust.

FURTHER RESOLVED THAT the Board is authorized for execution of the loan agreement or any amendment or modification thereof with the Trustee(s) under the Trust and also to authorize signatories for the same.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its power, including the powers conferred by this resolution and the Regulations) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

By Order of the Board
For RateGain Travel Technologies Limited

Date: August 07, 2023
Place: New Delhi

Thomas P. Joshua
Company Secretary

NOTES:

1. In view of the relaxation granted by, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has via circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as 'Circulars') has permitted the holding of the AGMs through VC/OAVM facility without physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 11th AGM of the Company is being held through VC/OAVM facility. Hence, the members can attend and participate at the ensuing AGM through VC/OVAM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, concerning the business under Item No. 3 to 8 of this Notice of AGM is annexed herewith.

2. **A member entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company.**

However, in terms of aforesaid Circulars, since the physical attendance of members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders

attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

4. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2'), in respect of new Director appointment or Director seeking re-appointment at the AGM are also annexed to this Notice.
5. The recording of the AGM and transcript shall also be made available at the Investors Section of the Company's website at www.rategain.com, as soon as possible, after the conclusion of AGM.
6. All relevant documents or its extracts as referred to in this Notice will also be available electronically for inspection by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email to companysecretary@rategain.com.
7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at companysecretary@rategain.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.
8. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditor of the Company certifying that RateGain Employee Stock Option Scheme, 2015 and RateGain Employee Stock Option Scheme, 2018 and RateGain - Stock Appreciation Rights (SAR) Scheme – 2022 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Members seeking to inspect such documents can send an email to the Company at companysecretary@rategain.com.

9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, Companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members holding shares in dematerialized mode, who have not registered/updated their email id's and mobile numbers with the DP(s), are requested to register/update their email id's and mobile numbers with their respective DP(s). Members holding shares in physical mode, who have not registered their email id's and mobile numbers with the Company are requested to update their email id's and mobile numbers by writing to the Company at companysecretary@rategain.com and/or by sending a request to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') through email at einward.ris@kfintech.com.
10. In compliance with the aforesaid Circulars, the Notice of AGM and Annual Report for FY 2023 are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or KFin Technologies Limited ('RTA') or DP. Members may note that this Notice of AGM and Annual Report for FY 2023 will also be available at the Investors Section of the Company's website at www.rategain.com, Stock Exchange's website i.e. BSE Limited ('BSE') at www.bseindia.com, National Stock Exchange of India Limited ('NSE') at www.nseindia.com and NSDL at www.evoting.nsdl.com.
11. The Notice of AGM and Annual Report for FY 2023 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 18, 2023.
12. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
13. SEBI vide its Letter No. SEBI/HO/OIAE/2023/03391 dated January 27, 2023 mandated that all the listed entities are hereby required to intimate shareholders holding shares in physical form, either via email or SMS, about the availability of the Dispute Resolution Mechanism at Stock Exchanges as per SEBI Circular dated May 30, 2022. In compliance with the said letter, the RTA of the Company had sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form.
- SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms for updating the same are available at the investor section of the Company's website www.rategain.com
14. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the investor section of the Company's website www.rategain.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
15. Non-Resident Indian members are requested to inform RTA, immediately of:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
16. All correspondence for shareholder services should be addressed to the RTA of the Company viz. KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Tel:040-67161591, e-mail: einward.ris@kfintech.com.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and MCA Circulars, the Company is pleased

to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by NSDL.

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

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

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

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

- i. The remote e-voting period will commence on Monday, September 11, 2023 (9:00 a.m. IST) and ends on Thursday, September 14, 2023 (5:00 p.m. IST). During this period, Members whose name appears in the Register of Members/Beneficial Owners as on the cut-off date i.e., Friday, September 08, 2023 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 i.e. Friday, September 08, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company

after the notice is send through e-mail and holding shares as of the cut-off date i.e., Friday, September 08, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 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. may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-Voting system'.

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

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on 'Access to e-Voting' appearing on the left hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com. 2. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. <p>B. E-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login 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. 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. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be 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	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Your Password details are given below:

- (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (iii) How to retrieve your 'initial password'?
 - a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) In case you have not registered your email ID, please follow instructions mentioned in this Notice.

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

- (i) Click on **"Forgot User Details/Password"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (ii) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (iii) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number, PAN, name and registered address etc.
- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

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

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

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

General Guidelines for Shareholders

1. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC / OAVM facility and/or vote through remote e-voting or e-voting at the AGM on its behalf

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in
4. Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing demat account number/folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

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

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

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

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

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

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters,

Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members joining through Tablets, Laptops, Mobile devices, etc. are recommended to use stable Wi-Fi or LAN to mitigate any kind of glitches and for better experience.
4. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.
5. Any member who needs assistance before or during the AGM, may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

D. OTHER INSTRUCTIONS:

1. The Board of Directors of the Company has appointed Mr. Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No.9515) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 11th AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes cast through e-voting at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report

- of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results declared along with the report of the Scrutinizer shall be placed on Investor Section of the website of the Company www.rategain.com and on the website of NSDL at www.evoting.nsd.com after the declaration of result. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.
 4. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. September 15, 2023.

By Order of the Board
For RateGain Travel Technologies Limited

Date: August 07, 2023
Place: New Delhi

Thomas P. Joshua
Company Secretary

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

Item No. 3

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

Mr. Nishant Kanuru Rao (DIN: 08972606) was appointed as a Nominee Director of the Company on behalf of Avataar Holdings Limited ('Avataar'), vide resolution passed at the Board Meeting held on November 02, 2020 and subsequently by the Members at the Extra-Ordinary General Meeting held on November 02, 2020. Since the investment made by Avataar has fallen below 6%, it no longer holds the right to nominate/appoint a Nominee Director on the Board of the Company. Considering his rich experience and close association with the Company, it would be beneficial to continue his association as Non- Executive Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company, have subject to the approval of the members of the Company at the ensuing Annual General Meeting, approved the Change in designation of Mr. Nishant Kanuru Rao (DIN: 08972606) from Nominee Director to Non-Executive Director of the company.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except for

Details required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 with respect to modification of Scheme is as follows:

S.No.	Particulars	Details
1.	Full details of variation of terms of Scheme	Substitution of Clause 13.2 of the Scheme as below: The Employee shall mandatorily Exercise the options vested, within a period of 36 months after the options got vested as per the allotment plan. If not Exercised during the stipulated time, the options shall stand lapsed irrevocably. The Employee shall exercise the options vested in him by exercising the options at any time before the expiry of exercise period, but as per the allotment plan announced, from time to time, by the committee, after giving 30 days prior notice.
2.	Rationale behind the variation of terms of the Scheme	To provide more time to employees for exercising options
3.	Employees who are beneficiaries of such variation	All employees who are eligible to participate in Scheme

Mr. Nishant Kanuru Rao, to whom the resolution relates, is concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any.

Item No. 4

To consider and approve the modification of RateGain Employees Stock Option Scheme, 2015

In accordance with the provisions of Section 62(1) (b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011, approval of the members by way of Special Resolution is required to modify the terms of RateGain Employees Stock Option Scheme, 2015.

In view of the above to provide more time to employees for exercising options under the Scheme, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company, have subject to the approval of the members of the Company at the ensuing Annual General Meeting, approved the proposal to increase the exercise period from 24 months to 36 months, on all the earlier granted options made under the Scheme, from the date of vesting.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any.

Item No. 5.

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

The Company proposes to raise additional capital [for meeting long and short term working capital requirements, capital expenditure, funding the organic or inorganic growth opportunities in the area of its operations and adjacencies, pre-payment and/or repayment of outstanding borrowings or other financial obligations, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), or for any other general purposes as may be permissible under the applicable law and approved by their Board (hereinafter called the 'Board' which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the powers conferred by the resolution).

Accordingly, it is being sought to permit the Board to raise funds through issuance of equity shares of the Company with a face value of ₹ 1 (Rupee One) each (the 'Equity Shares'), to such eligible investors including Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) ('QIBs'), eligible foreign/ non-resident investors and/ or any other eligible category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company may determine in accordance with applicable law, by way of a Qualified Institutions Placement ('QIP') in accordance with Chapter VI of the SEBI ICDR Regulations, subject to applicable laws, for an aggregate amount not exceeding ₹ 600 Crores (Rupees Six Hundred Crores Only), on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a Company, if the Company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 of the Companies Act, 2013 read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a Company can issue its securities after obtaining prior approval of the members of the Company by a special resolution. Therefore, consent of the Shareholders is being

sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable law.

The Equity Shares offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company. The pricing of the Equity Shares shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, 2013 and any other applicable law.

For the issuance of Equity Shares by way of a QIP: (a) the allotment of Equity Shares shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; (b) the pricing of the Equity Shares that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount of not more than 5% on such floor price or such other discount as may be permitted under the SEBI ICDR Regulations; and (c) the 'Relevant Date' for the purpose of pricing the Equity Shares shall be the date of the meeting in which the Board decides to open the issue.

The relevant Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, no allotment shall be made, either directly or indirectly to any promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

This enabling Special Resolution seeks to empower the Board to issue Equity Shares as contemplated in the resolution set out above. The Board of the Company in their meeting held on August 07, 2023, approved the raising of capital for an amount not exceeding ₹ 600 Crores.

In connection with the proposed issue of Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of post issue shareholding that may be held by them and post issue shareholding pattern of Equity Shares of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable

regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares, and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the SEBI LODR Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company.

The approval of the shareholders is being sought to enable the Board, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 5 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the Key Managerial Personnel, Director or his / her relative may be, directly or indirectly, interested.

Item No. 6.

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

Employees Stock Purchase Schemes are an effective instrument to align the interest of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a

competitive environment. The Company, therefore, intends to implement any employee based benefits scheme with the objectives of:

- i. to provide the means to enable the Company to attract and retain appropriate talent in the employment of the Company;
- ii. to motivate the employees of the Company with incentives and reward opportunities for their association, dedication and contribution to the goals of the Company;
- iii. to achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company; and
- iv. to create a sense of ownership and participation amongst the employees.

Given the above objectives, the Nomination and Remuneration Committee has recommended and the Board of Directors of your Company have approved, the RateGain Employees Stock Purchase Scheme 2023 ('ESPS 2023' or 'Scheme') at their meetings held on August 07, 2023 in order to attract and retain talent in the Company, subject to approval of the members of the Company, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended or reenacted from time to time (the 'SEBI SBEB Regulations') and Applicable Laws. The Scheme provides for offer of equity shares of the Company to the eligible Employees as identified and selected by the Nomination and Remuneration Committee of the Company on the basis of defined eligibility criteria through RateGain Employee Benefit Trust that may be established by the Company under the provisions of the Indian Trusts Act, 1882 (the 'Trust'). Members may access/ inspect the Scheme by sending a request to the Company at companysecretary@rategain.com.

The Company proposes to implement the Scheme, contemplating to offer for purchase of equity shares of the Company, which in aggregate for all eligible employees taken together shall not exceed shall not exceed an overall limit of 2% of the paid up equity capital as on March 31, 2023 i.e. not more than 21,66,343 (Twenty One Lakh Sixty Six Thousand Three Hundred and Forty Three Only) equity shares of ₹ 1 (Rupee One) each subject to adjustment to the above number with regards to various corporate actions which the Company may come out with, subject to overall limits under the Act and SEBI SBEB Regulations. These equity shares are proposed to be procured by way of secondary acquisition through the Trust which shall also be instrumental in the general administration of the Scheme.

The quantum of shares to be acquired/ purchased by the Trust through secondary market during any

financial year not shall not exceed 2% of the paid up equity capital of the Company as at the end of the previous financial year and the total number of equity shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition. Thus, the implementation of the Scheme shall not result in any further equity dilution of the existing shareholders of the Company.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or shares that may be granted to them under the Scheme.

The details of the Scheme pursuant to Regulation 6 (Part C of Schedule I) of the SEBI SBEB Regulations are as follows:

(a) Brief description of the Scheme:

The proposed Scheme seeks to reward eligible employees by way of offer(s) of equity shares of the Company at a discount, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme shall also be instrumental in making such eligible employees as co-owners with a mandatory lock-in period in respect of such equity shares offered to them, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The Company shall issue the offer for purchase of equity shares to the eligible employees, which may be exercised by them within the exercise period. Upon exercise of the offer, the eligible employees shall be required to make payment of the exercise price and applicable taxes, after which the Trust shall transfer equity shares to the eligible employees. The eligible employees shall have a right to sell the equity shares offered under the Scheme only after expiry of the mandatory lock-in period.

The Nomination and Remuneration Committee or any other empowered committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ('Committee') for the superintendence of the Scheme; whereas the Trust shall undertake the general administration

of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

(b) Total number of equity shares to be offered:

21,66,343 (Twenty One Lakh Sixty Six Thousand Three Hundred and Forty Three Only) equity shares of the Company having face value of ₹ 1 (Rupee One) each fully paid-up would be available for offer under the Scheme, which shall be acquired by the Trust through secondary acquisition, subject to adjustment to the above number with regards to various corporate actions which the Company may come out with, subject to overall limits under the Act and SEBI SBEB Regulations.

As per the SEBI SBEB Regulations, in case of any corporate action(s) such as sub division, consolidation of equity shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, the Committee shall adjust the number of equity shares available for offer and exercise price payable by the eligible employees in such a manner that the total value of equity shares available for offer remain the same after any such corporate action(s), subject to overall limits under the Act and SEBI SBEB Regulations.

(c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following class of employees ('Employees'), subject to their selection as per the eligibility criteria, shall be entitled to participate in the Scheme:

- i. an employee as designated by the Company, who is exclusively working in India or outside India on full time basis; or
- ii. a Director who is in full time employment of the Company including the managing director/whole time director.

However, the following personnel shall not be eligible:

- i. an employee / Director, who is a promoter or a person belonging to the promoter group; or
- ii. a Director, who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or
- iii. an Independent / Non-executive Director within the meaning of the Companies Act,

2013 and / or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; or

- iv. all those who are on cessation/suspension immediately prior to the date of grant of the offer; or
- v. any other person(s) as determined by the Board or the Committee, as the case may be, from time to time.

(d) Requirements of vesting, period of vesting and maximum period within which offers shall be vested

The vesting conditions 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 Regulations.

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.

(e) Exercise Price/Purchase Price/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 Regulations.

(f) Exercise Period/process of Exercise of Offer:

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 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.

(g) Appraisal process for determining the eligibility of the employees to Scheme:

Employees who have completed 1 (One) year of continued employment or service in the Company as on the date of grant of Offer are eligible under the Scheme. Employees of the Company who are deputed by the Company to any other Company/ entity shall also be eligible subject to satisfaction of aforesaid eligible criteria. The Committee will consider criteria such as length of service, grade, performance, technical knowledge, leadership quality, merit contribution, conduct and future potential in the Company and such other criteria as it may deem fit at the time of Offer.

(h) Maximum number of shares to be issued per Employee and in aggregate:

The maximum number of equity shares that may be offered and transferred to an individual eligible Employee in any financial year and in aggregate under the Scheme shall not exceed 2,00,000 (Two Lakh Only) i.e. upto 0.185% of the paid up equity share capital of the Company as on March 31, 2023 subject to adjustment to the above number with regards to various corporate actions which the Company may come out with, subject to overall limits under the Act and SEBI SBEB Regulations. Subject to this ceiling, the Committee reserves the right to decide the number of equity shares to be offered and the maximum number of equity shares that can be offered to each eligible Employee.

(i) Maximum quantum of benefits to be provided per employee under a Scheme:

Same as point no. (h) above.

(j) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme will be implemented through RateGain Employee Benefit Trust that may be

established by the Company for the said purpose ('Trust') as may be decided by the Company, under the supervision of the Committee. The Committee Shall delegate any aspects of the administration of the Scheme to the Trust.

(k) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme contemplates purchase of equity shares of the Company through secondary acquisition. The Trust shall purchase the equity shares of the Company on the platform of a recognized stock exchange for cash consideration in accordance with the SEBI SBEB Regulations.

(l) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

In order to enable the Trust to acquire the aforesaid equity shares of the Company, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the total market value of the shares to be offered in terms of the Scheme.

The Trust will subscribe to the equity shares of the Company by way of purchase/ acquisition of equity shares of the Company by the Trust through secondary acquisition from time to time and the amount so lent to the Trust will be refunded to the Company upon the Exercise of the Offer by the eligible Employees and realization of Exercise Price, if any, by the Trust. The money so provided will be utilized solely for the purpose of acquiring equity shares of the Company under the Scheme.

(m) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Acquisition of equity shares of the Company by the Trust from secondary market for a particular financial year shall not exceed 2% of the paid up capital as at the end of previous financial year and that the total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up capital as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition.

(n) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall conform to the accounting policies specified in Regulation 15.

(o) The method which the Company shall use to value its equity shares:

The Committee shall determine the exercise price of the equity share(s) and the pricing formula, if any price is to be charged, for grant of equity shares in terms of the Scheme.

(p) Statement of confirmation:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Directors' report.

(q) Period of lock-in:

Minimum lock-in for all the equity shares offered under the Scheme: 1 year from the date of purchase of equity shares by the eligible employees under the Scheme.

(r) Terms & conditions for buyback, if any, of specified securities covered under these Regulations:

Not Applicable

Item No. 7.

Authorisation 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

In terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI Regulations'), the Company will implement the RateGain Employees Stock Purchase Scheme 2023 ('ESPS 2023' or 'Scheme') by setting up a trust namely RateGain Employee Benefit Trust. Further, if the scheme involves secondary market acquisition then it is mandatory for the Company to implement such scheme(s) through trust.

The Company proposes to implement the above referred Scheme directly or indirectly through RateGain Employee Benefit Trust ('Trust') of the Company. Upon approval of the shareholders and after complying with the procedural and statutory formalities, the Trust will acquire equity shares from the secondary market for implementation of the Scheme. The Company proposes to provide financial assistance in the form of loan on such terms as may be approved by the Board to the Trust to acquire equity

shares of the Company from the secondary market for the purpose of implementation of the Scheme subject to the compliance with the applicable provisions of the Act, Regulations including any amendment(s) or modification(s) thereof and utilize against exercise of the offers granted/to be granted under the Scheme as modified from time to time, and other scheme(s) as may be formulated from time to time for granting stock options to the Employees of the Company and/or its subsidiaries and/or its associate companies.

If the Scheme is to be implemented through trust and if the same involves secondary acquisition of shares by such trust, the same has to be decided upfront at the time of taking approval of shareholders for setting up of the scheme. Hence, consent of the members is being sought pursuant to applicable provisions, if any, of the Companies Act, 2013 and relevant SEBI Regulations.

The Trust shall not deal in derivatives and shall undertake only delivery based transactions for the purpose of secondary acquisition and for the purpose of the Scheme. The Trustees of the Trust shall ensure compliance of all the relevant provisions made under the SEBI Regulations read with the Companies Act, 2013 at all times, in connection with acquisition and dealing in the equity shares of the Company including, but not limited to, maintenance of proper books of accounts, records and documents along with appropriate disclosures as prescribed.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or shares that may be granted to them under the Scheme.

Item No. 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

As per the provisions of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company shall make provision of money to RateGain Employee Benefit Trust that may be set up by the Company ('Trust') for holding and/ or acquiring/purchasing the

equity shares of the Company through secondary acquisition, for the equity shares to be held by and/or for benefit of the eligible Employees of the Company, within the statutory limits, for the purposes of RateGain Employees Stock Purchase Scheme, 2023 ('ESPS 2023' or 'Scheme').

The Trust will acquire the shares issued by the Company by way of subscription of shares or hold the shares for the purposes of the Scheme.

Details about the limits for provision of money -

Subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the total market value of the shares to be offered in terms of the Scheme.

Details about terms, conditions, tenure and repayment terms for this loan - The Trust will subscribe to the equity shares of the Company from time to time and the amount so lent to the Trust will be refunded to the Company/ adjusted upon the transfer of equity shares to the eligible Employees and realization of Exercise Price, if any, by the Trust. The money so provided will be utilized solely for the purpose of acquiring equity shares of the Company.

The Company and the Trust shall comply with all Applicable Laws.

The particulars as required under the said Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, are given hereunder:

(a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to equity shares:

The following class of employees ('Employees'), subject to their selection as per the eligibility criteria, shall be entitled to participate in the Scheme:

- i. an employee as designated by the Company, who is exclusively working in India or outside India on full time basis; or
- ii. a Director who is in full time employment of the Company including the managing director/whole time director.

However, the following personnel shall not be eligible:

- i. an employee / Director, who is a promoter or a person belonging to the promoter group; or
- ii. a Director, who either by himself or through his relatives or through any body corporate,

directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or

- iii. an Independent / Non-executive Director within the meaning of the Companies Act, 2013 and / or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; or
- iv. all those who are on cessation/suspension immediately prior to the date of grant of the offer; or
- v. any other person(s) as determined by the Board or the Committee, as the case may be, from time to time.

Employees who have completed 1 (One) year of continued employment or service in the

Company as on the date of grant of Offer are eligible under the Scheme. Employees of the Company who are deputed by the Company to any other Company/ entity shall also be eligible subject to satisfaction of aforesaid eligible criteria.

(b) The particulars of the trustees or employees in whose favor such equity shares are to be registered:

Mr. Yogeesh Chandra and Mr. Sahil Sharma, are the Trustees of RateGain Employee Benefit Trust. As the Scheme is being implemented through the Trust, the Trust shall hold, purchase and then transfer the equity shares to the eligible Employees in terms of the Scheme and in compliance with the Act, the Regulations, the Applicable Laws and the Scheme.

(c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel (KMP), if any

Particular of Trust:

Name	Mr. Yogeesh Chandra	Mr. Sahil Sharma
Address	Club 125, Plot No. 3,4,5, Tower A, 4th Floor, Sector-125, Noida-201301, U.P.	Club 125, Plot No. 3,4,5, Tower A, 4th Floor, Sector-125, Noida-201301, U.P.
Occupation	Servicemen	Servicemen
Nationality	Indian	Indian
Relationship with the promoters, directors or KMP	N.A.	N.A.

(d) The any interest of key managerial personnel, directors or promoters in the Scheme or Trust and effect thereof:

The promoters are not eligible to be covered under the Scheme. However, key managerial personnel and/or directors may be covered as provided in the Scheme in due compliance with the Regulations and the Act.

(e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

In compliance with the Regulations, the eligible Employee(s) shall be offered equity shares under the the Scheme with prescribed lock-in period, vesting and other terms and condition prescribed by the Committee.

The Eligible Employees shall benefit from the equity shares of the Company granted to them as per the Scheme and subject to vesting and release of lock-in conditions in terms of the Scheme.

(f) The details about who would exercise and how the voting rights in respect of the equity shares to be purchased under the Scheme would be exercised:

The trustees of the Trust, which is governed under the Regulations, shall not vote in respect of the equity shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights. However, once the Offers are exercised, equity shares purchased under the Scheme will carry voting rights which will be exercised by the holder of such shares.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Directors, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or shares that may be granted to them under the Scheme.

ANNEXURE

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Mr. Bhanu Chopra	Mr. Nishant Kanuru Rao
Date of Birth & Age	March 14, 1976 (47 Years)	June 03, 1978 (45 Years)
Qualification	He holds a bachelor's degree of science in business from Indiana University.	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.
Terms and Conditions of appointment/ re-appointment	Managing Director, liable to retire by rotation.	Non-Executive Director, liable to retire by rotation.
Details of Remuneration sought to be paid	No Change (As appointment on account of retirement by rotation)	N.A.
Last Remuneration drawn (Per Annum)	N.A.	N.A.
Experience & Expertise	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.
Date of first appointment on the Board	He was appointed to our Board on November 16, 2012.	He was appointed to our Board on November 02, 2020.
No. of equity shares held in the Company	44,483,450 equity shares	N.A.
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.
Number of Board Meetings attended during FY 2023	Six (6)	Three (3)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in the following Companies: <ul style="list-style-type: none"> • Myskintailor Private Limited • Bigspoon Foods Private Limited • Ridaan and Ruhan Buildwell Private limited • Riseai Ventures Private Limited Mr. Bhanu Chopra, does not hold any chairmanship of the Committees of other Board.	Directorship in the following Companies: <ul style="list-style-type: none"> • Emiza Supply Chain Services Private limited • Acidaes Solutions Pvt Ltd • Amagi Media Labs Private Limited Mr. Nishant Kanuru Rao, does not hold any chairmanship of the Committees of other Board.