

February 17, 2022

To,

National Stock Exchange of India Limited

(NSE: RATEGAIN)

BSE Limited

(BSE: 543417)

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

In furtherance to our earlier announcement dated February 11, 2022 and February 12, 2022, informing the Stock Exchange about the approval of 'RATEGAIN - Stock Appreciation Rights (SAR) Scheme, 2022', and pursuant to Regulation 30, 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice ('Notice') along with the explanatory statement dated February 11, 2022 for seeking approval of the members of the Company, through remote e-voting only, for the following Special Resolution(s):

- (a) Approval of the 'RateGain - Stock Appreciation Rights (SAR) Scheme, 2022'
- (b) Approval for grant of Stock Appreciation Rights (SAR) units to the Employees of Group Company including Subsidiary or its Associate Company, in India or outside India, under RateGain - Stock Appreciation Rights (SAR) Scheme, 2022

In terms of General Circular No.14/2020 dated April 8, 2020 read with General Circular Nos.17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 ("MCA Circulars") and any other applicable laws, rules and regulations, if any, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company / depositories, as on Friday, February 11, 2022 ('cut-off date'). Physical copies of the Notice, postal ballot forms etc., is not being sent to members for this postal ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting system only.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses as per the instructions given in the enclosed Notice.

The remote e-voting period shall commence from **9.00 a.m. (IST) on Friday, February 18, 2022** and ends at **5.00 p.m. (IST) on Saturday, March 19, 2022**.

The results of the postal ballot will be declared on or before **Tuesday, 22nd March, 2022, 5.00 p.m.**

RateGain Travel Technologies Limited

(Formally Known as RateGain Travel Technologies Pvt. Ltd.)



This Notice along with the explanatory statement is available on the Company's website at www.rategain.com and on the website of NSDL www.evoting.nsdl.com.

Please take the above information on record.

Yours faithfully,

For RateGain Travel Technologies Limited

(Thomas P. Joshua)

Company Secretary & Compliance Officer

Mem. No.: F 9839



Encl.: As above



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

Telephone: 011 - +91 120 5057 000; E-mail: compliance@rategain.com;

Website: www.rategain.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI (LODR) Regulations"**) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021 and 20/2021 dated 08 December 2021 (collectively referred to as the **"MCA Circulars"**) and other applicable laws, rules and regulations, if any, the Special Resolutions set forth below, being unavoidable in nature, are proposed to be passed by the members of RateGain Travel Technologies Limited (**"the Company"**) through Postal Ballot, **only by way of voting through electronics means ("remote e-voting")**. Communication of assent / dissent of the members on the resolutions proposed in this Postal Ballot Notice (**"Notice"**) will only take place through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Notice, along with the explanatory statement, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 11, 2022, has appointed Mr. Shreyansh Pratap Jain (M. No.: FCS 8621), Proprietor of M/s. Shreyansh Jain & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) as the agency to provide remote e-voting facility for the Postal Ballot. Members whose names appear in the register of members of the Company or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. **Friday, February 11, 2022**, shall only be eligible for the

purpose of remote e-voting.

The remote e-voting period commences from **9.00 a.m. (IST) on Friday, February 18, 2022** and ends at **5.00 p.m. (IST) on Saturday, March 19, 2022**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before **5.00 p.m. (IST) on Tuesday, March 22, 2022**.

The said results along with the Scrutinizer's report would be intimated to BSE Limited and National Stock Exchange of India Limited ("NSE"), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.rategain.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

This Notice will also be available on the Company's website at www.rategain.com, websites of the Stock Exchanges that is, BSE Limited and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL OF THE 'RATEGAIN - STOCK APPRECIATION RIGHTS (SAR) SCHEME, 2022'

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s) and 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), the consent of the Members of the Company be and is hereby accorded for approval of RateGain Stock Appreciation Rights Scheme – 2022 ("**Scheme**") and the Board of Directors (*hereinafter referred to as the "Board of Directors" 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*) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, a maximum of 70,00,000 (Seventy Lakhs Only) Stock Appreciation Right Units ("**SAR Units**") (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) to or for the benefit of:

- (a) an Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) an Employee as defined in sub-clauses (a) or (b), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company.

but does not include:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either himself or through his relative or through any body-corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the company.

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**), exercisable into a maximum of 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only) Equity Shares (**“Shares”**) of face value Re.1/- each (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) as determined by the Board of Directors on the basis of appreciation earned by each Employee and on such other terms and conditions as may be decided by the Board of Directors in accordance with the applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

FURTHER RESOLVED THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment.

RESOLVED FURTHER THAT the new Equity Shares, to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

ITEM NO. 2: APPROVAL FOR GRANT OF STOCK APPRECIATION RIGHTS (SAR) UNITS TO THE EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY OR ITS ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA, UNDER RATEGAIN - STOCK APPRECIATION RIGHTS (SAR) SCHEME, 2022

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject 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), the consent of the Members of the Company be and is hereby accorded to extend the benefits of RateGain Stock Appreciation Rights Scheme – 2022 (**“Scheme”**) including the grant of Stock Appreciation Rights Units (**“SAR Units”**) and issuance of Equity Shares (**“Shares”**) thereunder, to such Employee(s), as designated by the Company, who is exclusively working in India or outside India; or, a director, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; of a group Company including Subsidiary or its Associate Company, in India or outside India, or of a holding company of the company, but does not include an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**) on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the shares allotted by the Company in the manner aforesaid shall rank

pari-passu in all respects with the then existing Shares of the Company.

FURTHER RESOLVED THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

FURTHER RESOLVED THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

Registered Office:

M -140, Greater Kailash, Part-II,
New Delhi – 110048
CIN: L72900DL2012PLC244966
E-mail ID: compliance@rategain.com



By order of the Board of Directors
For **RateGain Travel Technologies Limited**

A handwritten signature in blue ink, appearing to read 'Thomas P. Joshua', written over a horizontal line.

Thomas P. Joshua

Vice President – Legal & Company Secretary

Mem. No.: F 9839

Noida, February 11, 2022

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act, setting out material facts in respect of the item nos. 1 to 2 is annexed hereto.
2. In view of the continuing COVID-19 pandemic and in accordance with the MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, February 11, 2022 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system.
3. All relevant documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to compliance@rategain.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode and who have not registered/updated their e-mail address with the Company are requested to register/update their e-mail address by sending a duly signed request letter to the Company’s Registrar and Transfer Agent viz. KFin Technologies Private Limited by providing Folio No. and Name of the Member or may also send an e-mail to the Company Secretary at compliance@rategain.com.
5. **The instructions for remote e-voting are as under:**
 - (i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - (ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, February 11, 2022 (“Cut-off date”)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.

(iii) The remote e-voting period commences from **9.00 a.m. (IST) on Friday, February 18, 2022** and ends at **5.00 p.m. (IST) on Saturday, March 19, 2022**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

(iv) The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. **Saturday, March 19, 2022**.

(v) Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 11, 2022, has appointed Mr. Shreyansh Pratap Jain (M. No.: FCS 8621), Proprietor of M/s. Shreyansh Jain & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

(vi) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method 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 Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-services website of NSDL viz. https://eservices.nSDL.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see voting services under value added services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on Company’s name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IdeAS e-Services, an option to register is available at https://eservices.nSDL.com. Select “Register”

	<p>Online for IdeAS Portal” or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <ol style="list-style-type: none"> 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on Company’s name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 4. Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by

	providing demat account number and PAN No. from a link on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number & emails recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you will see the e-voting feature. Click on Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use ForgotUser ID and Forgot Password option available at respective websites.

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 toll free no.: 18001020 990 and 1800 22 44 30.
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 022-2305 8738 or 022-2305 8542-43.

B) Login Method 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. Password details for shareholders other than Individual shareholders are given below:

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

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

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

on the e-Voting system of NSDL.

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

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail shreyanshpjain@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries or grievances pertaining to e-voting procedure, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual, available at the download section of www.evoting.nsdl.com or contact Mr. Amit Vishal, Assistant Vice President, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

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

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

Details of Existing Employee Stock Option Schemes

1. Rategain Employee Stock Option Scheme – 2015 (“ESOP Scheme 2015”):

ESOP Scheme 2015 was approved by the Board and Members of the Company by means of passing requisite resolutions in their respective meetings held on June 15, 2015 and further amended, including by shareholders’ resolution dated April 30, 2018, October 01, 2019, June 15, 2020, August 06, 2021 and on August 16, 2021 to align it with the requirements of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”).

Under ESOP Scheme 2015, as on the date of prospectus an aggregate of 5,706,832 options have been granted, out of which an aggregate of 3,193,312 options have lapsed, 1,337,880 options have been exercised and allotted, 814,320 options have vested out of the total outstanding options 1,175,640 while an additional 992,280 options remains under the ESOP Scheme 2015, reconciliation provided in the table herein below:

Particulars	FY 15-16	FY 16-17	FY 17-18	FY 18-19	FY 19-20	FY 20-21	FY 21-22	Cumulative
Total number of Options for which Shareholder’s approval was obtained								3,505,800

Options granted before the IPO*	1,692,600	1,597,320	885,000	594,000	402,592	174,000	361,320	5,706,832
Options lapsed as on the date of Prospectus	-	881,168	732,000	679,200	169,944	622,793	108,207	3,193,312
Shares listed with IPO out of the Exercised Options	-	-	-	-	-	-	1,337,880	1,337,880
Options granted after the IPO, if any								-
Options lapsed after the IPO / Prospectus date								-
No. of Options already granted								1,175,640
Balance available Options as on date to be granted								992,280

**The lapsed options have been added back to the pool and granted as per the provisions of the Scheme*

It may also be noted that no further grant shall be made under the ESOP Scheme 2015, as a result the balance pool of Equity Shares equivalent to 992,280 options shall not be allotted.

2. Rategain Employee Stock Option Scheme – 2018 (“ESOP Scheme 2018”):

ESOP Scheme 2018 was approved by the Board and Members of the Company by means of passing requisite resolutions in their respective meetings held on June 01, 2018 and further amended, including by shareholders’ resolution dated October 01, 2019, August 06, 2021 and on August 16, 2021 to align it with the requirements of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”).

Under ESOP Scheme 2018, as on the date of prospectus an aggregate of 3,680,880 options have been granted, out of which an aggregate of 647,920 options have lapsed, 176,000 options have been exercised and allotted, 1,779,120 options have vested out of the total outstanding options 2,856,960 while an additional 687,040 options remains under the ESOP Scheme 2018, reconciliation provided in the table herein below:

Particulars	FY 18-19	FY 19-20	FY 20-21	FY 21-22	Cumulative
Total number of Options for which Shareholder’s approval obtained					3,720,000
Options granted before the IPO *	384,000	2,662,560	504,000	130,320	3,680,880
Options lapsed as on the date of Prospectus	-	-	442,000	205,920	647,920
Shares listed with IPO out of the Exercised Options	-	-	-	176,000	176,000
Options granted after the IPO, if any					-
Options lapsed after the IPO/Prospectus date					-
No. of Options already granted for which In-principal application is being made					2,856,960
Balance available Options as on date to be granted					687,040

**The lapsed options have been added back to the pool and granted as per the provisions of the Scheme*

It may also be noted that no further grant shall be made under the ESOP Scheme 2018, as a result

the balance pool of Equity Shares equivalent to 687,040 shall not be allotted.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) & 110 OF THE COMPANIES ACT, 2013 AND REGULATION 6(2) OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

Item No. 1 and 2

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Board of Directors has in their meeting held on February 11, 2022, approved RateGain Stock Appreciation Rights Scheme - 2022 ("Scheme") to or for the benefit of such Employee(s) as defined in the Scheme.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013 ("Act"), for issue of Shares to Employees of the Company under the Scheme requires an approval of the existing Members by way of Special Resolution.

The Special Resolution set out at Item No. 1 is for seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, separate resolution shall be obtained in case the Company wants to grant SAR Units to the Employees of Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company. The Special Resolution set out at Item No. 2 is for seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as RateGain Stock Appreciation Rights Scheme - 2022.

The Purpose of the Scheme includes the following:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the key Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- d. To create a sense of ownership and participation amongst the Employees to share

- the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to Employees.

2. The total number of SARs Units to be granted under the Scheme:

The maximum number of SAR Units that may be granted pursuant to the Scheme shall not exceed 70,00,000 (Seventy Lakhs Only)

The maximum number of Shares that may be issued and allotted pursuant to calculation of appreciation upon exercise of SAR Units, shall not exceed 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only).

If any SAR Unit granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such SAR Unit shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors (which term shall deemed to include Nomination and Remuneration Committee).

Further, the maximum number of SAR Units that can be granted and the Shares arising upon exercise of these SAR Units shall stand adjusted in case of corporate Action (as defined in the Scheme).

3. Identification of classes of Employees entitled to participate in the Scheme:

- a. an Employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c. an Employee as defined in sub-clauses (a) or (b), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding company of the Company.

but does not include:

- a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. a Director who either himself or through his relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirements of Vesting and period of Vesting:

Vesting period shall commence from the date of grant subject to a minimum of 1 (One) year from the grant date and a maximum period 4 (Four) years or such other period from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

The Actual vesting would be subject to the continued employment of the Grantee (i.e. an eligible Employee to whom SAR Units have been granted under the Scheme) and may further

be linked with the certain performance criteria's as determined by the Board of Directors.

5. Maximum period within which the SARs Units shall be vested:

Maximum period within which the SARs Units shall be vested is 4 (Four) years or such other period from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

6. Exercise Price / SAR Price / Exercise Date Price or Pricing Formula:

Upon duly exercise of SAR units, the Board of Directors shall calculate the amount of appreciation occurred which shall be the difference between the Exercise Date Price and the SAR Price.

SAR Price shall be calculated on the basis of the Market Price, as per the discretion of the Board of Directors, with or without providing suitable discount / charging premium, if deems fit.

Further, the Exercise Date price shall be the Market Price of the Shares of the Company as on the date of exercise.

Upon valid exercise of SAR Units, the Committee shall calculate the number of Shares to be allotted whose value shall be equivalent to the appreciation. For the purpose of this Article the number of Shares shall be calculated in a manner given below:

No of shares = [Appreciation (per SAR Unit) * No. of SAR Units exercised] / Exercise Date Price

The resulting number of Shares shall be allotted to the Grantee by the Company on payment of Exercise Price. The exercise price for SARs Units shall be equal to the face value of the Shares or any other price as may be decided by the Board of Directors.

7. Exercise period and process of Exercise:

The vested SAR Units can be exercised by Grantees within the Exercise Period, either wholly or in part, after submitting the exercise application, within the overall exercise period from the date of respective vesting, as may be decided by the Board of Directors.

The mode and manner of the Exercise shall be communicated to the Grantees individually upon vesting of SAR Units.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of SAR Units under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company / Group Company / Subsidiary Company / Associate Company / Holding Company.
- Performance of Employee: Employee's performance during the financial year in the Company/ Group Company / Subsidiary Company / Associate Company / Holding Company on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. The Maximum number of SARs Units to be granted / issued per Employee and in aggregate:

The maximum number of SARs Units that may be granted pursuant to this Scheme shall not exceed 70,00,000 (Seventy Lakhs Only).

The maximum number of Shares that may be issued and allotted pursuant to calculation of appreciation upon exercise of SAR Units, shall not exceed 27,50,000 (Twenty Seven Lakhs Fifty Thousand Only).

Subject to availability of SAR Units in the pool under the Scheme, the maximum number of SAR Units that can be granted to any eligible Employee during any one year shall not be equal to or exceeding 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of SAR Units equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the applicable laws.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme shall be equivalent to the appreciation which shall be the difference between the Exercise Date Price and the SAR Price and consequent allotment of Equity Shares having same value as that of appreciation earned.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment.

The Scheme shall be administered by the Nomination and Remuneration Committee which may delegate some or all of its administrative power(s) to any other Committee or Persons for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

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

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. The 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:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its SARs Units:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of SARs Units would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then 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.

18. Period of lock-in:

The Shares allotted to the Grantees pursuant to exercise of SAR Units may be subject to such lock-in period from the date of allotment, as decided by the Board of Directors.

19. Terms & conditions for buyback, if any, of specified securities:

The Board of Directors has the power to determine the procedure for buy-back of SAR Units granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors of the Company recommends the Resolutions, as set out at Item No. 1 and 2, to be passed as Special Resolutions for approval of the Members.

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 the SARs Units may be granted under the Scheme.

RateGain Stock Appreciation Rights Scheme – 2022 and other documents referred to in the aforesaid resolutions are available for inspection electronically in the Investors Section of the website of the Company i.e. www.rategain.com.

Registered Office:

M -140, Greater Kailash, Part-II,
New Delhi – 110048
CIN: L72900DL2012PLC244966
E-mail ID: compliance@rategain.com

Noida, February 11, 2022



By order of the Board of Directors

For RateGain Travel Technologies Limited

A handwritten signature in blue ink, appearing to read "Thomas P. Joshua".

Thomas P. Joshua

Vice President – Legal & Company Secretary

Mem. No.: F 9839