

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72900DL2012PLC244966

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCR1959N

(ii) (a) Name of the company

RATEGAIN TRAVEL TECHNOLOGIES

(b) Registered office address

M-140, GREATER KAILASH PART-II NA
NEW DELHI
South Delhi
Delhi
110048

(c) *e-mail ID of the company

companysecretary@rategain.com

(d) *Telephone number with STD code

01205057000

(e) Website

www.rategain.com

(iii) Date of Incorporation

16/11/2012

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	NATIONAL STOCK EXCHANGE	1,024
	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RateGain Technologies Limited		Subsidiary	100
2	RateGain Technologies Spain S		Subsidiary	100

3	RateGain Technologies INC., U.S.		Subsidiary	100
4	BCV Social LLC		Subsidiary	100
5	Myhotelshop GmbH		Subsidiary	100
6	RateGain Technologies LLC		Subsidiary	100
7	RateGain Adara Inc.		Subsidiary	100
8	RateGain Adara Japan GK		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	147,000,000	117,848,649	117,848,649	117,848,649
Total amount of equity shares (in Rupees)	147,000,000	117,848,649	117,848,649	117,848,649

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	147,000,000	117,848,649	117,848,649	117,848,649
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	147,000,000	117,848,649	117,848,649	117,848,649

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	300,000	0	0	0
Total amount of preference shares (in rupees)	3,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2	108,317,190	108317192	108,317,192	108,317,192	
Increase during the year	0	9,531,457	9531457	9,531,457	9,531,457	6,007,073.4
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	200,198	200198	200,198	200,198	16,405,136.7
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	9,331,259	9331259	9,331,259	9,331,259	5,990,668.2
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify				0	0	
At the end of the year	2	117,848,647	117848649	117,848,649	117,848,649	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0CLI01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,733,917,193

(ii) Net worth of the Company

12,908,051,018

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	56,866,977	48.25	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	56,866,977	48.25	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	11,416,185	9.69	0	
	(ii) Non-resident Indian (NRI)	1,260,654	1.07	0	
	(iii) Foreign national (other than NRI)	100	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,063,120	1.75	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	12,358,927	10.49	0	
7.	Mutual funds	16,986,203	14.41	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,604,689	9.85	0	
10.	Others Alternate Investment Funds +	5,291,794	4.49	0	
	Total	60,981,672	51.75	0	0

Total number of shareholders (other than promoters)

71,329

**Total number of shareholders (Promoters+Public/
Other than promoters)**

71,332

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

113

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS FUND +	49 AVENUE JF KENNEDY LUXEMBOURG +			2,604,354	
AVATAAR HOLDINGS	HDFC BANK LIMITED CUSTODY OFFICE +			2,156,960	
PINEBRIDGE GLOBAL FUND +	78 SIR JOHN ROGERSONS QUAY DUBLIN +			1,207,691	
PINEBRIDGE GLOBAL FUND +	78 SIR JOHN ROGERSONS QUAY DUBLIN +			1,163,226	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TT EMERGING MARKET	25/28 North Wall Quay IFSC			597,524	
COLLEGE RETIREMENT	730 THIRD AVENUE NEW YORK NY			499,444	
TIAA-CREF QUANT INT	730 THIRD AVENUE NEW YORK NE			441,219	
EAM EMERGING MARK	2711 Centerville Road Suite 400 W			224,287	
TT EM UNCONSTRAIN	Avalon Trust and Corporate Servic			215,616	
QUADRATURE CAPITA	Suite #7 Grand Pavilion Commerc			214,613	
ABU DHABI INVESTME	211 CORNICHE STREET PO BOX 36			208,909	
GOVERNMENT OF SIN	168 Robinson Road 37 01 Capital T			200,000	
ACADIAN EMERGING I	260 FRANKLIN STREET BOSTON MA			191,098	
UTI GOLDFINCH FUND	CITIBANK N.A. CUSTODY SERVICES			181,482	
EMERGING MARKETS S	400 HOWARD STREET SAN FRANCIS			167,178	
AEGON INVESTMENT I	CITIBANK N.A. CUSTODY SERVICES			165,851	
ISHARES CORE MSCI E	JP MORGAN HOUSE IFSC DUBLIN I			152,805	
FLORIDA RETIREMENT	STANDARD CHARTERED BANK SEC			150,400	
MEDIOLANUM BEST B	STANDARD CHARTERED BANK SEC			148,501	
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK NY			138,276	
PENSION RESERVES IN	C/O PRIM BOARD 84 STATE STREET			135,881	
STATE STREET GLOBAL	ONE LINCOLN STREET BOSTON MA			129,220	
LIONGLOBAL INVESTM	10 MARINA BOULEVARD 48-01 MA			122,800	
STICHTING DEPOSITAI	OUDE LINDESTRAAT 70			121,141	
MORGAN STANLEY AS	23 Church Street 16-01 Capital Sq			116,297	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	47.2	0
B. Non-Promoter	0	3	0	4	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	1	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	0	0	0
Total	2	4	2	4	47.2	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BHANU CHOPRA	01037173	Managing Director	44,483,450	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MEGHA CHOPRA	02078421	Director	11,142,360	
EC RAJAKUMAR KON	00044539	Director	0	
ADITI GUPTA	06413605	Director	0	
GIRISH PAMAN VANV	07376482	Director	0	
NISHANT KANURU RA	08972606	Director	0	
TANMAYA DAS	AHJPD1564A	CFO	120,000	
THOMAS PHILIP JOSI	ANFPJ1770Q	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	15/09/2023	61,743	45	57.78

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2023	6	6	100
2	07/08/2023	6	5	83.33
3	27/10/2023	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	02/02/2024	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/05/2023	3	3	100
2	Audit Committee	07/08/2023	3	3	100
3	Audit Committee	27/10/2023	3	3	100
4	Audit Committee	02/02/2024	3	2	66.67
5	Corporate Social Responsibility	19/05/2023	4	3	75
6	Corporate Social Responsibility	07/08/2023	4	3	75
7	Risk Management	19/05/2023	4	3	75
8	Risk Management	27/10/2023	4	3	75
9	Stakeholders Forum	19/05/2023	3	2	66.67
10	Nomination & Remuneration	13/04/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	BHANU CHOPRA	4	4	100	5	0	0	
2	MEGHA CHOUDHARY	4	3	75	2	2	100	
3	EC RAJAKUMAR	4	2	50	7	6	85.71	
4	ADITI GUPTA	4	4	100	10	10	100	
5	GIRISH PAMANI	4	4	100	11	11	100	

6	NISHANT KAN	4	4	100	7	6	85.71	
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X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Bhanu Chopra	Chairman and M +	58,486,219.48	0	0	0	58,486,219.48
	Total		58,486,219.48	0	0	0	58,486,219.48

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Tanmaya Das	Chief Financial C +	13,920,969.17	0	0	0	13,920,969.17
2	Thomas P Joshua	Company Secre +	3,906,052.69	0	0	0	3,906,052.69
	Total		17,827,021.86	0	0	0	17,827,021.86

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aditi Gupta	Independent Dir +	0			400,000	400,000
2	EC Rajakumar Kond +	Independent Dir +	0			200,000	200,000
3	Girish Paman Vanv +	Independent Dir +	0			380,000	380,000
	Total		0			980,000	980,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)
RateGain Travel Te	Reserve Bank of In	18/01/2024	Foreign Exchange M	Delayed Reporting	300,000

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

-
-
-
-

List of attachments

- List of Committee Meetings.pdf
- FII Shareholding.pdf**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company