

**March 19, 2022**

**To,**

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

**BSE Limited**  
(BSE: 543417)

**Subject: Result of Postal Ballot - Notice dated February 11, 2022**

Dear Sir/Ma'am,

This is in furtherance to our letter dated February 17, 2022, submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way for Special Resolution(s):

- 1) Approval of the 'RateGain - Stock Appreciation Rights (SAR) Scheme, 2022'
- 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

The Remote E-voting on all the resolutions set out in the Postal Ballot Notice was conducted during the period from 9.00 a.m. (IST) on Friday, February 18, 2022 to 5.00 p.m. (IST) on Saturday, March 19, 2022.

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

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

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

You are requested to kindly take above information on record.

Yours faithfully,

**For RateGain Travel Technologies Limited**



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



**Encl.: As above**

## Annexure-A

### RESULTS OF POSTAL BALLOT

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

Particulars	Details
<b>Name of the Company</b>	RateGain Travel Technologies Limited
<b>Date of Postal Ballot Notice</b>	February 11, 2022
<b>E-Voting Start Date</b>	9.00 a.m. (IST) on Friday, February 18, 2022
<b>E-Voting End Date</b>	5.00 p.m. (IST) on Saturday, March 19, 2022
<b>Total Number of Shareholders on Record Date</b>	65,232
<b>Number of Shareholders present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	N.A.
Public	N.A.
<b>Number of Shareholders attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	N.A.
Public	N.A.

#### Resolution 1: Approval of the 'RateGain - Stock Appreciation Right (SAR) Scheme, 2022'

Business: **Special Business**

Mode of Voting: **E-voting**

Resolution Required (Ordinary / Special)					Special			
Whether Promoter/Promoter Group are interested in the Resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	21809925	13618775	62.4430	4306009	9312766	31.6182	68.3818
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>21809925</b>	<b>13618775</b>	<b>62.4430</b>	<b>4306009</b>	<b>9312766</b>	<b>31.6182</b>	<b>68.3818</b>
Public Non Institutions	E-Voting	24546747	14126496	57.5494	14118492	8004	99.9433	0.0567
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>24546747</b>	<b>14126496</b>	<b>57.5494</b>	<b>14118492</b>	<b>8004</b>	<b>99.9433</b>	<b>0.0567</b>
Grand Total	E-Voting	<b>106758112</b>	88146711	82.5668	78825941	9320770	89.4258	10.5742
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>106758112</b>	<b>88146711</b>	<b>82.5668</b>	<b>78825941</b>	<b>9320770</b>	<b>89.4258</b>	<b>10.5742</b>

#### RESULT:

The Special Resolution No. 1 as set out in the Postal Ballot Notice dated February 11, 2022 has been passed by the Members with requisite majority.

**Resolution 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**

**Business: Special Business**

**Mode of Voting: E-voting**

Resolution Required (Ordinary / Special)					Special			
Whether Promoter/Promoter Group are interested in the Resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	21809925	13618775	62.4430	4306009	9312766	31.6182	68.3818
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>21809925</b>	<b>13618775</b>	<b>62.4430</b>	<b>4306009</b>	<b>9312766</b>	<b>31.6182</b>	<b>68.3818</b>
Public Non Institutions	E-Voting	24546747	14126591	57.5497	14115359	11232	99.9205	0.0795
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>24546747</b>	<b>14126591</b>	<b>57.5497</b>	<b>14115359</b>	<b>11232</b>	<b>99.9205</b>	<b>0.0795</b>
Grand Total	E-Voting	106758112	88146806	82.5668	78822808	9323998	89.4222	10.5778
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>106758112</b>	<b>88146806</b>	<b>82.5668</b>	<b>78822808</b>	<b>9323998</b>	<b>89.4222</b>	<b>10.5778</b>

**RESULT:**

The Special Resolution No. 2 as set out in the Postal Ballot Notice dated February 11, 2022 has been passed by the Members with requisite majority.

**For RateGain Travel Technologies Limited**



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





# SHREYANSH JAIN & ASSOCIATES

## COMPANY SECRETARIES

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

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (as amended)]

To,  
**The Chairman**  
**RateGain Travel Technologies Limited**  
**CIN: L72900DL2012PLC244966**  
**M-140, Greater Kailash Part-II**  
**New Delhi - 110048**

**Subject: Submission of voting results of Postal Ballot through e-voting of RateGain Travel Technologies Limited in respect of the Resolutions contained in the Postal Ballot Notice dated February 11, 2022**

Dear Sir,

I, Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F 8621 & C.P. No. 9515), in terms of provisions of Section 108 & 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, was appointed as Scrutinizer by the Board of Directors of **RATEGAIN TRAVEL TECHNOLOGIES LIMITED** (*'the Company'*) for the purpose of conducting the Postal Ballot/Remote E-Voting in respect of the Resolutions as circulated in the Notice of Postal Ballot dated February 11, 2022.

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

I submit my report as under:

- 1) As per MCA Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and on account of threat posed by COVID -19 pandemic situation, the Company has sent the Postal Ballot Notice dated February 11, 2022 on February 17, 2022, by e-mail to the Members who have registered their e-mail address with the Company/Depositories.
- 2) As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Ballot Forms and Pre-paid Business Reply Envelops were not dispatched to Members for this Postal Ballot. Accordingly, the communication of assent or dissent of the Members had taken place through the remote e-voting process.

Office No. 302, IIIrd Floor, Building No. 14, Veer Savarkar Block, Shakarpur, Vikas Marg, Delhi - 110092  
Contact No.:(M) 9999649807, 01145027103  
E-mail: [shreyanshpjain@gmail.com](mailto:shreyanshpjain@gmail.com)

SHREYANSH  
PRATAP JAIN

Digitally signed by SHREYANSH PRATAP JAIN  
DN: c=IN, st=Delhi,  
2.5.4.20=2ba8b51278dce883b79f0de162c3b71613cd023ee5e92f4acef9bda  
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pseudoym=7882f330d4110ebbfbe3528ee216a3c  
Date: 2022.03.20 00:51:35 +05'30'

- 3) In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the Company has published an advertisement on February 18, 2022 in Financial Express, (English Language National Daily Newspaper – All India) and in Jansatta, a vernacular i.e., Hindi Language (Daily Newspaper – Delhi) regarding completion of dispatch of Postal Ballot Notice dated February 11, 2022 and also specified therein the matters prescribed in the Rules in connection with remote e-voting.
- 4) The Members of the Company holding Equity Shares, as at the close of business hours on the cut-off date i.e. Friday, February 11, 2022 were entitled to vote on the resolution as set out in Postal Ballot Notice dated February 11, 2022, through remote e-voting.
- 5) The Compliance with the relevant provisions of the Act and rules made thereunder read with MCA Circulars in relation to e-voting on the proposed resolutions mentioned in the Notice dated Friday, February 11, 2022 is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in fair and transparent manner and render scrutinizer report based on reports generated from electronic voting system provided by National Securities Depository Limited (“NSDL”).
- 6) The Company had appointed M/s. National Securities Depository Limited (“NSDL”), as the Service Provider, for providing the facility of remote e-voting to the Members of the Company from 9.00 a.m. (IST) on Friday, February 18, 2022 to 5.00 p.m. (IST) on Saturday, March 19, 2022.
- 7) The votes cast by the Members electronically were unblocked after 5.44 p.m. (IST) on Saturday, March 19, 2022 in the presence of Mr. Vaibhav Jain & Mr. Sarthak Jain who are not in the employment of the Company. Thereafter, the details of votes were downloaded from the website of NSDL.
- 8) On scrutiny, I report that 662 Members had exercised their vote through remote E-voting on Resolution No. 1 and 624 Members on Resolution No. 2. The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members as at the close of business hours on Friday, February 11, 2022.

The detailed e-voting Results are as follows:

**RESOLUTION NO.1: APPROVAL OF THE ‘RATEGAIN-STOCK APPRECIATION RIGHT (SAR) SCHEME, 2022**

*Business: Special Business*

*Mode of Voting: E-voting*

Resolution Required (Ordinary / Special)					Special				
Whether Promoter/Promoter Group are interested in the Resolution					No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public – Institutions	E-Voting	21809925	13618775	62.4430	4306009	9312766	31.6182	68.3818	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>21809925</b>	<b>13618775</b>	<b>62.4430</b>	<b>4306009</b>	<b>9312766</b>	<b>31.6182</b>	<b>68.3818</b>	<b>0</b>
Public Non Institutions	E-Voting	24546747	14126496	57.5494	14118492	8004	99.9433	0.0567	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>24546747</b>	<b>14126496</b>	<b>57.5494</b>	<b>14118492</b>	<b>8004</b>	<b>99.9433</b>	<b>0.0567</b>	<b>0</b>
Grand Total	E-Voting	<b>106758112</b>	88146711	82.5668	78825941	9320770	89.4258	10.5742	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>106758112</b>	<b>88146711</b>	<b>82.5668</b>	<b>78825941</b>	<b>9320770</b>	<b>89.4258</b>	<b>10.5742</b>	<b>0</b>

**SHREYANSH  
PRATAP JAIN**

Digitally signed by SHREYANSH PRATAP JAIN  
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o=Prataps, ou=SHREYANSH PRATAP JAIN, pseudonym=708273304110660bfe3328ee216a3,  
Date: 2022.03.20 09:52:09 +05'30'

**RESULT:**

The Special Resolution No. 1 as set out in the Postal Ballot Notice dated February 11, 2022 has been passed by the Members with requisite majority.

**RESOLUTION 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**

Business: **Special Business**

Mode of Voting: **E-voting**

Resolution Required (Ordinary / Special)					Special				
Whether Promoter/Promoter Group are interested in the Resolution					No				
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	60401440	60401440	100.0000	60401440	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>60401440</b>	<b>60401440</b>	<b>100.0000</b>	<b>60401440</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public - Institutions	E-Voting	21809925	13618775	62.4430	4306009	9312766	31.6182	68.3818	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>21809925</b>	<b>13618775</b>	<b>62.4430</b>	<b>4306009</b>	<b>9312766</b>	<b>31.6182</b>	<b>68.3818</b>	<b>0</b>
Public Non Institutions	E-Voting	24546747	14126591	57.5497	14115339	11232	99.9203	0.0795	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>24546747</b>	<b>14126591</b>	<b>57.5497</b>	<b>14115339</b>	<b>11232</b>	<b>99.9203</b>	<b>0.0795</b>	<b>0</b>
Grand Total	E-Voting	<b>106758112</b>	88146806	82.5668	78822788	9323998	89.4222	10.5778	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>106758112</b>	<b>88146806</b>	<b>82.5668</b>	<b>78822788</b>	<b>9323998</b>	<b>89.4222</b>	<b>10.5778</b>	<b>0</b>

**RESULT:**

The Special Resolution No. 2 as set out in the Postal Ballot Notice dated February 11, 2022 has been passed by the Members with requisite majority.

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

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

**For SHREYANSH JAIN & ASSCIATES**  
**Company Secretaries**  
**Firm Registration No. I2010DE778500**

**SHREYANSH PRATAP**  
**JAIN**  
**(SHREYANSH PRATAP JAIN)**  
**COMPANY SECRETARY IN PRACTICE**  
**M. No.: F8621; C.P. No.: 9515**  
**UDIN: F008621C002990127**

Digitally signed by SHREYANSH PRATAP JAIN  
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 pseudonym=7882f330d4110ebdbfe3528ee216a3c  
 Date: 2022.03.20 00:52:24 +05'30'

**COUNTERSIGNED BY:**

**(Thomas P. Joshua)**  
**Company Secretary & Compliance Officer**

**Place: Delhi**  
**Date: March 19, 2022**