



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") as amended and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015]

To,
The Chairman
12th (Twelfth) Annual General Meeting of the Shareholders of
RateGain Travel Technologies Limited
[CIN: L72900DL2012PLC244966]
M-140, Greater Kailash Part-II,
New Delhi - 110048

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Twelfth (12th) Annual General Meeting (the "AGM") held on Monday, September 16, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"),

Dear Sir,

1. I, Shreyansh Pratap Jain, Practicing Company Secretary (Membership No. F8621 & C.P. No. 9515), was appointed as the Scrutinizer by the Board of Directors of **RateGain Travel Technologies Limited** vide resolution dated August 12, 2024 for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolution(s) contained in the notice dated August 12, 2024 for the 12th (Twelfth) Annual General Meeting of its Equity Shareholders ("**the Meeting/ AGM**"), held on Monday, September 16, 2024 at 11:00 A.M. (IST) through VC/ OAVM in accordance with 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 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, and Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. 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 on May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred to as "**SEBI Circulars**") [MCA Circulars and SEBI Circulars are collectively referred as "**Circulars**"], secretarial standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or enactments thereof, for the time being in force).

The Company had sent the Notice of the 12th AGM along with the Annual Report for FY 2023-24 through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on August 16, 2024 and whose



email IDs registered with the Company/Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited/ Depository Participants ("DPs"). The Company had also given the newspaper advertisement dated August 24, 2024 in "Financial Express" in English Language and "Jansatta" in Regional Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of the 12th AGM along with Annual Report for FY 2023-24 to the Shareholders.

The Company has appointed National Securities Depository (India) Limited ("NSDL") for providing the electronic voting facility for conducting electronic voting at the AGM by the Members of the Company.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended (**"the Rules"**). As the Scrutinizer, I have to scrutinize:

- (i) Process of e-voting remotely, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice (**"remote e-voting"**); and
- (ii) Process of e-voting at the AGM through electronic voting system (**"Voting at the AGM through e-voting system"**) to the shareholders present at the AGM through VC, who had not cast their votes earlier.

3. Management's Responsibility

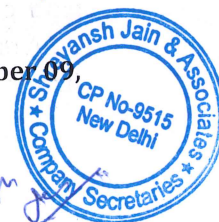
The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as amended from time to time (**"LODR"**) relating to remote e-voting and e-voting at the AGM on the resolutions set out in the AGM Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Voting at the AGM through e-voting system) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by **National Securities Depository Limited ("NSDL")**, the Registrar and Transfer Agent of the Company i.e. KFIN Technologies Limited and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or NSDL for my verification.

5. Cut-off date

The Shareholders of the Company holding shares as on the 'cut-off' date of **Monday, September 09, 2024** were entitled to vote on the resolutions forming part of the Notice of the AGM.



6. E-voting process at the AGM

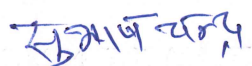
- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii. The e-votes cast were unblocked on Monday, September 16, 2024, after the conclusion of the AGM, at 12:02 P. M.

7. Remote e-voting process

- i. The remote e-voting period commenced from Thursday, September 12, 2024 (9:00 A.M. IST) and ended on Sunday, September 15, 2024 (5:00 P.M. IST) on the designated website URL: <https://www.evoting.nsdl.com/> via e-voting facility of NSDL.
- ii. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Monday, September 09, 2024 only, were entitled to vote on proposed resolutions (Item No. 1 to 3 as set out in the AGM Notice) by remote e-voting.
- iii. On Monday, September 16, 2024, after the conclusion of the AGM, the results for e-voting at AGM and remote e-voting event was unblocked by me at 12:02 P.M., in the capacity as Scrutinizer, in the presence of two witnesses, (Mr. Sunil Kumar, R/o Nyay Khand, Indirapuram, Ghaziabad, Uttar Pradesh - 201014 and Mr. Subhash Chandra, R/o A-70, Taj Pur Village, Badarpur, Delhi-110042) who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

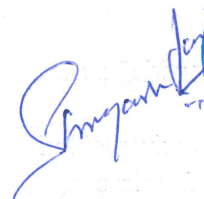
Name: Sunil Kumar




Name: Subhash Chandra

- iv. Thereafter, the details containing, *inter-alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://www.evoting.nsdl.com/>.

8. All the resolutions as set out in the Notice of the AGM, were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015 for the 12th (Twelfth) AGM of the equity shareholders of RateGain Travel Technologies Limited (the "Company") on the results of the remote e-voting and e-voting at the AGM on all the resolutions as set out in the AGM Notice, as under:




Item 1: To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors (the 'Board') and Auditors thereon

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Ordinary				
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	56866977	56866977	100.0000	56866977	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
	Total	56866977	56866977	100.0000	56866977	0	100.0000	0.0000	0
Public - Institutions	E-Voting	36154468	32665170	90.3489	32665170	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
	Total	36154468	32665170	90.3489	32665170	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	24887108	7774363	31.2385	7769150	5213	99.9329	0.0671	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	24887108	7774363	31.2385	7769150	5213	99.9329	0.0671	0
Grand Total	E-Voting	117908553	97301297	82.5227	97301297	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
	Total	117908553	97306510	82.5271	97301297	5213	99.9946	0.0054	0

*Not Applicable

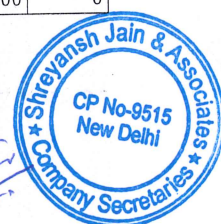
Result: Resolution No. 1, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 2: To appoint a director in place of Ms. Megha Chopra (DIN: 02078421), who retires by rotation and being eligible, offers herself for re-appointment

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Ordinary				
Whether Promoter/Promoter Group are interested in the Resolution					Yes				
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	56866977	56866977	100.0000	56866977	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
	Total	56866977	56866977	100.0000	56866977	0	100.0000	0.0000	0
Public – Institutions	E-Voting	36154468	32665170	90.3489	32545592	119578	99.6339	0.3661	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	36154468	32665170	90.3489	32545592	119578	99.6339	0.3661	0
Public Non Institutions	E-Voting	24887108	7774363	31.2385	7769100	5263	99.9323	0.0677	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	24887108	7774363	31.2385	7769100	5263	99.9323	0.0677	0
Grand Total	E-Voting	117908553	97306510	82.5271	97181669	124841	99.8717	0.1283	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	117908553	97306510	82.5271	97181669	124841	99.8717	0.1283	0

*Not Applicable

Result:

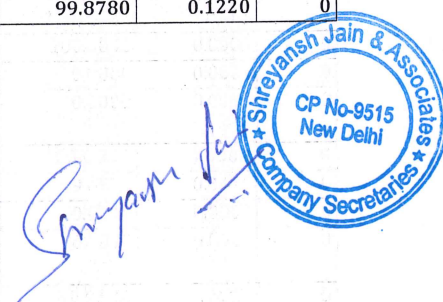
Resolution No. 2, as set out in the AGM Notice, has been passed by the Members with requisite majority.

Item 3: Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W- 100018) as the Statutory Auditors of the Company and to fix their remuneration

Business: Ordinary Business

Mode of Voting: E-voting (Remote E-voting and E-voting during the AGM)

Resolution Required (Ordinary / Special)					Ordinary				
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	56866977	56866977	100.0000	56866977	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
	Total	56866977	56866977	100.0000	56866977	0	100.0000	0.0000	0
Public – Institutions	E-Voting	36154468	32665170	90.3489	32551698	113472	99.6526	0.3474	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	36154468	32665170	90.3489	32551698	113472	99.6526	0.3474	0
Public Non Institutions	E-Voting	24887108	7774363	31.2385	7769137	5226	99.9328	0.0672	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	24887108	7774363	31.2385	7769137	5226	99.9328	0.0672	0
Grand Total	E-Voting	117908553	97306510	82.5271	97187812	118698	99.8780	0.1220	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot*		0	0.0000	0	0	0.0000	0.0000	0
	Total	117908553	97306510	82.5271	97187812	118698	99.8780	0.1220	0



**Not Applicable*

Result:

Resolution No. 3, as set out in the AGM Notice, has been passed by the Members with requisite majority.

9. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.
10. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use:

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.

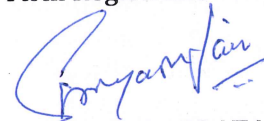
Yours faithfully,

For SHREYANSH JAIN & ASSOCIATES

Company Secretaries

Peer Review No. 3639/2023

Firm Registration No. S2010DE142800



(SHREYANSH PRATAP JAIN)

COMPANY SECRETARY IN PRACTICE

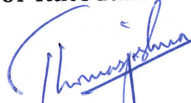
M. No.: F8621; C.P. No.: 9515

UDIN: F008621F001225518



Counter-Signed by:

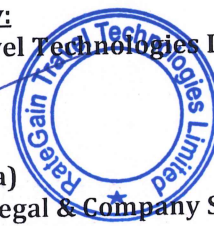
For RateGain Travel Technologies Limited



(Thomas P. Joshua)

Vice President - Legal & Company Secretary

Membership No: F 9839



Place: Noida

Date: September 16, 2024