NOTICE OF THE 14TH ANNUAL GENERAL MEETING

RATEGAIN TRAVEL TECHNOLOGIES LIMITED
CIN: L72900DL2012PLC244966

Registered Office: M-140, Greater Kailash Part-II, New Delhi-110048
Corp. Office: Club 125, Plot No. 3,4,5, Tower A, 4th Floor, Sector-125, Noida- 201301, U.P.
Telephone: +91 120 5057 000; **E-mail:** companysecretary@rategain.com;
Website: www.rategain.com

NOTICE is hereby given that the Fourteenth (14th) Annual General Meeting ('AGM') of the Members of **RateGain Travel Technologies Limited ('the Company')** will be held on **Thursday, September 24, 2026, at 03:00 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at M-140, Greater Kailash Part-II, New Delhi - 110048 shall be deemed as the venue for the meeting whereat the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements**

   To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors (the 'Board') and Auditors thereon.

2. **Appointment of Ms. Megha Chopra (DIN: 02078421) as a Director, liable to retire by rotation**

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

SPECIAL BUSINESS:

3. **Reappointment of Mr. Bhanu Chopra (DIN: 01037173) as Chairman and Managing Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V thereto and Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, subject to such other approvals as may be necessary, Mr. Bhanu Chopra (DIN: 01037173), who is eligible for reappointment, be and is hereby re-appointed as Chairman and Managing Director (Executive Director - Key Managerial Personnel) of the Company to hold office for a term of 5 (five) consecutive years effective from August 05, 2026 to August 04, 2031 (both days inclusive) and whose office shall be liable to retire by rotation, be and is hereby approved.

   RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

4. **Approval of remuneration to Mr. Bhanu Chopra (DIN: 01037173) as Chairman and Managing Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V thereto and Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, subject to such other approvals as may be necessary, payment of following remuneration to Mr. Bhanu Chopra, for a period of three (3) years commencing from August 05, 2026 to August 04, 2029, be and is hereby approved:

A. **Fixed Pay:** A fixed pay of ₹ 4,03,00,000/- (Rupees Four Crore Three Lacs only) per annum as compensation, on cost to company basis (CTC) for his services which shall include Basic Salary, Various Allowances, and Gratuity,

B. **Bonus Pay:** In addition to the Fixed Pay, an annual Bonus Pay of up to an amount equivalent to 100% of the Fixed Pay shall be payable at the end of each financial year. The Bonus Pay shall be payable based on the achievement of the following criteria and milestones, with such deviations as may be determined by the Board or its Committee from time to time:

On achieving 100% of Annual Budget or more	100% of Base Salary
On achieving 85-100% of Annual Budget or More	70% of Base Salary
On achieving 50-70% of Annual Budget or more	50% of Base Salary
Below 50% of Annual Budget or more	No Bonus will be payable

C. **Perquisites:** In addition to the above-mentioned remuneration, Mr. Bhanu Chopra shall be entitled to the following perquisites:

   a) Upto Two (2) chauffeur driven cars to carry out the functions of his office;

   b) The cost of membership, subscriptions and similar privileges, as may be approved by the Company from time to time and considered necessary or expedient for the discharge of the Managing Director's official duties and business purposes.

RESOLVED FURTHER THAT the remuneration shall be eligible for an annual increment with effect from 1st April of each financial year, up to the prevailing annual inflation rate in India, and any increase in remuneration exceeding the prevailing annual inflation rate shall be subject to the recommendation of the Audit Committee, Nomination and Remuneration Committee and approval of the Board of Directors, provided that the overall annual increase shall not exceed 10% of the remuneration payable for the immediately preceding financial year.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Bhanu Chopra as Chairman and Managing Director the Company has no profits or its profits are inadequate, the remuneration comprising Fixed Pay, Variable Pay, perquisites and other benefits as approved herein shall be paid to him as the minimum remuneration, subject to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

5. Appointment of Mr. Ganesh Venkata Ramanan Kangeyam (DIN: 06563858) as an Independent Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company Mr. Ganesh Venkata Ramanan Kangeyam (DIN: 06563858), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from June 29, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from June 29, 2026 to June 28, 2031 (both days inclusive) and shall not be liable to retire by rotation on such terms as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

6. **Reappointment of Ms. Aditi Gupta (DIN: 06413605) as an Independent Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company Ms. Aditi Gupta (DIN: 06413605), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from July 15, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of a Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company for a further period of 5 (five) consecutive years with effect from July 15, 2026 to July 14, 2031 (both days inclusive) and shall not be liable to retire by rotation on such terms as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

By Order of the Board of Directors
For RateGain Travel Technologies Limited

Mukesh Kumar
Company Secretary
M. No. A17925

Date: August 06, 2026
Place: Noida

NOTES:

1. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA') and the Circulars issued from time to time by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'the Circulars'), companies are allowed to hold AGM through Video Conferencing/Other Audio-Visual Means ('VC/OAVM'), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

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

3. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

4. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), as amended, setting out the material facts concerning the business with respect to Item Nos. 3 to 6 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings ('Secretarial Standard-2'), issued by the Institute of Company Secretaries of India ('ICSI') in respect of a Director seeking appointment/re-appointment at the AGM are also annexed to this Notice.

5. The recording of the AGM and transcript shall also be made available on the Company's website at https://investors.rategain.com/, as soon as possible, after the conclusion of AGM.

6. All relevant documents or their extracts as referred to in this Notice will also be available electronically for inspection by the Members, from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents may send an e-mail to companysecretary@rategain.com.

7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at companysecretary@rategain.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by National Securities Depository Limited ('NSDL') for the same.

8. During the AGM, Members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditor of the Company certifying that RateGain Employee Stock Option Scheme, 2015, RateGain Employee Stock Option Scheme, 2018, RateGain - Stock Appreciation Rights (SAR) Scheme, 2022 and RateGain Employees Stock Purchase Scheme, 2023 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Members seeking to inspect such documents can send an e-mail to the Company at companysecretary@rategain.com.

9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DPs'). Members holding shares in dematerialized mode, who have not registered/updated their e-mail IDs and mobile numbers with the Depositary Participants ('DPs'), are requested to register/update their e-mail IDs and mobile numbers with their respective DPs. Members holding shares in physical mode, who have not registered their e-mail IDs and mobile numbers with the Company are requested to update their email ids and mobile numbers by sending a request to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') through e-mail at einward.ris@kfintech.com and to Company at companysecretary@rategain.com.

10. In compliance with the MCA and SEBI circulars, the Notice of AGM and Annual Report for Financial Year 2025-26 are being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company or RTA or DP. Members may note that this Notice of AGM and Annual Report for Financial Year 2025-26 will also be available at the Investors

Section of the Company's website at https://investors.rategain.com/, Stock Exchange's website i.e., BSE Limited ('BSE') at www.bseindia.com, National Stock Exchange of India Limited ('NSE') at www.nseindia.com and NSDL at www.evoting.nsdl.com.

Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail IDs are not registered with Company/ RTA/DPs providing the web-link of Company's website from where the Annual Report for FY 2025-26 can be accessed.

Members requiring a physical copy of the Annual Report may send a request to the RTA at its designated e-mail ID at einward.ris@kfintech.com or to the Company at companysecretary@rategain.com.

11. The Notice of AGM and Annual Report for Financial Year 2025-26 will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on August 19, 2026.

12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.

13. SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members can contact the Company or Company's RTA, for any assistance in this regard. Further, SEBI vide its Master circular dated May 07, 2024, provided clarifications on the norms/procedural requirements for processing service requests of investors.

14. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: https://investors.rategain.com/governance/online-dispute-resolution-odr/.

15. As per the provisions of Section 72 of the Act, the facility for submitting nominations is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website https://investors.rategain.com/investor-services/investor-informationforms/. Members are requested to submit these details to their DPs in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.

16. Non-Resident Indian Members are requested to inform RTA, immediately of:

    a) Change in their residential status on return to India for permanent settlement;

    b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.

17. All correspondence for shareholder services should be addressed to the RTA of the Company viz. KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Tel: 040-67161591, e-mail: einward.ris@kfintech.com.

18. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and MCA Circulars, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its Members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a Member using remote e-Voting and e-Voting at the AGM will be provided by NSDL.

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

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in this Notice under Note No. 19.

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

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

i. The remote e-voting period will commence on Sunday, September 20, 2026 (9:00 a.m. IST) and will end on Wednesday, September 23, 2026 (5:00 p.m. IST). During the remote e-voting period, Members whose name appears in the Register of Members/ Beneficial Owners as on the cut-off date i.e., Friday, September 18, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

iii. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., Friday, September 18, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 – 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, September 18, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

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

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company 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

Type of shareholders	Login Method
	2. 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 e-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 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login in the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 can see e-Voting feature. Click on company 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 or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are 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.com 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 and join General Meeting 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 and General Meeting is in active status.

2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".

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 resolution, 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 to devesh@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail 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 Aadhar Card) by email to companysecretary@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 Aadhar Card) to companysecretary@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.

7. Any Member who needs assistance before or during the AGM, may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

OTHER INSTRUCTIONS:

1. The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht (FCS 8488, CP 13700), Managing Partner of DPV & Associates LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 14th AGM in a fair and transparent manner.

2. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes cast through e-voting at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

3. The results declared along with the report of the Scrutinizer shall be placed on Investor Section of the website of the Company www.rategain.com and on the website of NSDL at www.evoting.nsdl.com after the declaration of result. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall place the results on their website.

4. Subject to receipt of requisite number of votes, the resolutions forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e., Thursday, September 24, 2026.

By Order of the Board of Directors
For RateGain Travel Technologies Limited

Mukesh Kumar
Company Secretary
M. No. A17925

Date: August 06, 2026
Place: Noida

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

Item No. 3

Reappointment of Mr. Bhanu Chopra (DIN: 01037173) as Chairman and Managing Director of the Company

Mr. Bhanu Chopra was appointed as the Chairman and Managing Director (Executive Director) of the Company for a term of five (5) consecutive years commencing from August 05, 2021 and ending at the close of business hours on August 04, 2026.

Considering his outstanding leadership, entrepreneurial vision and significant contribution to the sustained growth and success of the Company, the Board of Directors, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, at its meeting held on July 31, 2026, approved the reappointment of Mr. Bhanu Chopra as the Chairman and Managing Director (Executive Director) of the Company for a further term of five (5) consecutive years commencing from August 05, 2026 and ending on August 04, 2031, subject to the approval of the Members of the Company.

Mr. Bhanu Chopra is the Founder of the Company and has been instrumental in shaping its long-term strategic direction and driving sustainable value creation for all stakeholders. Under his leadership, the Company has achieved several significant milestones, including the successful Initial Public Offering (IPO), expansion into key international markets, execution and successful integration of strategic acquisitions, strengthening of the Company's technology-driven product portfolio and consistent improvement in its financial and operational performance. His strategic vision and industry expertise have enabled the Company to establish a strong global presence, build enduring relationships with leading travel and hospitality enterprises and reinforce its position as a trusted technology partner in the global travel ecosystem.

The Board is of the view that Mr. Bhanu Chopra's continued leadership will be of immense value to the Company and is in the best interests of the Company and its stakeholders.

The reappointment of Mr. Bhanu Chopra has been approved by the Board upon the recommendation of the Audit Committee and Nomination and Remuneration Committee after taking into consideration, inter alia, his qualifications, experience, expertise, leadership capabilities, performance evaluation and the significant value created by him for the Company.

Mr. Bhanu Chopra has confirmed that:

- he is not disqualified from being appointed or continuing as a Director in terms of Section 164 of the Companies Act, 2013;
- he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other authority;
- he satisfies all other conditions prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment.

The Company has received from Mr. Bhanu Chopra all requisite declarations, disclosures and confirmations as required under the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The reappointment and remuneration of Mr. Bhanu Chopra are in compliance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details required pursuant to the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure forming part of this Notice.

Except Mr. Bhanu Chopra, being the appointee, and Ms. Megha Chopra, being related to him, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Approval of remuneration to Mr. Bhanu Chopra (DIN: 01037173) as Chairman and Managing Director of the Company

The proposed remuneration has been determined after considering, inter alia, the size and complexity of the Company's operations, the scope of responsibilities attached to the office of the Chairman and Managing Director, Mr. Bhanu Chopra's qualifications, experience, leadership capabilities, sustained contribution to the Company's growth, the Company's financial and operational performance, prevailing industry practices, peer benchmarking and the recommendations of the Audit Committee and Nomination and Remuneration Committee.

Since inception, Mr. Bhanu Chopra has played a pivotal role in defining its long-term strategic direction and creating sustainable value for all stakeholders. Under his leadership, the Company has successfully completed its Initial Public Offering (IPO), expanded its global footprint, strengthened its technology-driven product portfolio, executed and integrated strategic acquisitions and consistently improved its financial and operational performance.

During the previous financial year, the Company successfully completed the strategic acquisition of Sojern, representing a significant milestone in advancing the Group's long-term growth strategy and strengthening its global market position. Mr. Bhanu Chopra played a key leadership role in the successful execution and integration of the transaction through strategic direction, complex commercial negotiations, stakeholder management and seamless cross-border execution. The acquisition is expected to significantly enhance the Group's global customer base, strengthen its service offerings, expand its international presence, reinforce the RateGain brand and create long-term value for shareholders. The proposed remuneration appropriately recognizes the strategic leadership and value delivered by Mr. Bhanu Chopra in driving this transformational transaction.

The Board, the Audit Committee and Nomination and Remuneration Committee considered a benchmarking study of remuneration for promoter incumbents serving as Managing Directors of companies of similar size, prepared by a reputed global professional services and consulting firm specialising in human capital and executive compensation advisory. The benchmarking study report is also available for inspection by the Shareholders. The Board and the Committee also noted that the proposed remuneration primarily represents an inflationary revision to the remuneration approved by the Members on August 06, 2021, and remains aligned with the Company's Remuneration Policy and prevailing market practices.

Where, in any financial year during the tenure of Mr. Bhanu Chopra, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Bhanu Chopra the remuneration, including salary, variable pay, perquisites, allowances and other benefits, as approved by the Members under this resolution, as the minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013, subject to compliance with the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and such approvals, permissions or sanctions as may be required.

The additional information as required by Schedule V to the Act is provided in Annexure-I of this Notice.

A brief profile of Mr. Bhanu Chopra and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-II to the Notice.

Except Mr. Bhanu Chopra, being the appointee, and Ms. Megha Chopra, being related to him as his spouse, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Appointment of Mr. Ganesh Venkata Ramanan Kangeyam (DIN: 06563858) as an Independent Director of the Company

In line with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors vide Circular Resolution passed on June 26, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to approval of Members, has approved the appointment of Mr. Ganesh Venkata Ramanan Kangeyam (DIN: 06563858) as an Additional Director (Non-Executive Independent Director) of the Company with effect from June 29, 2026 for a term of 5 (five) consecutive years in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the Members of the Company.

In the opinion of the Board, Mr. Ganesh Venkata Ramanan Kangeyam possesses the requisite skills, experience, expertise and integrity for appointment as an Independent Director and his association would be of significant value to the Company.

The Company has received the following statutory disclosures / declarations from Mr. Ganesh viz.:

I. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

II. Disclosure of interest u/s 184(1) of the Act in Form MBP-1,

III. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,

IV. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

V. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

VI. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,

VII. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee ('NRC') had previously finalized the desired attributes for the selection of the Independent Directors such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Ganesh Venkata Ramanan Kangeyam (DIN: 06563858). In the opinion of the Board, Mr. Ganesh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the management. The Board noted that Mr. Ganesh's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member, signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Ganesh and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-II to the Notice.

Mr. Ganesh would be entitled for sitting fee, reimbursement of expenses at actuals, if any. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at www.rategain.com.

Except Mr. Ganesh, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in this resolution.

The Board of Directors of the Company, therefore, recommends the appointment of Mr. Ganesh Venkata Ramanan Kangeyam as set out in item no. 5 of the notice, for approval of the Members of the Company as a special resolution.

Item No. 6

Reappointment of Ms. Aditi Gupta (DIN: 06413605) as an Independent Director of the Company

Ms. Aditi Gupta (DIN: 06413605) was appointed as an Independent Director of the Company for a first term of five (5) consecutive years commencing from July 15, 2021 and ending at the close of business hours on July 14, 2026. Based on her performance evaluation, continued valuable guidance, expertise and significant contribution to the affairs and growth of the Company during her first term, the Nomination and Remuneration Committee, after taking into consideration the performance evaluation, qualifications, skills, experience, independence, integrity and the criteria prescribed under the Company's Nomination and Remuneration Policy, Board Diversity Policy and Board Skill Matrix, recommended her reappointment for a second term of five (5) consecutive years.

In line with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors vide Circular Resolution passed on July 10, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to approval of Members, has approved the reappointment of Ms. Aditi Gupta (DIN: 06413605) as an Additional Director (Non-Executive Independent Director) of the Company with effect from July 15, 2026 for a term of 5 (five) consecutive years in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the Members of the Company.

The Company has received the following statutory disclosures / declarations from Ms. Aditi viz.:

I. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

II. Disclosure of interest u/s 184(1) of the Act in Form MBP-1,

III. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (1) and (2) of Section 164 of the Act,

IV. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

V. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

VI. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,

VII. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee ('NRC') had previously finalized the desired attributes for the selection of the Independent Directors such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Ms. Aditi Gupta (DIN: 06413605). In the opinion of the Board, Ms. Aditi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the management. The Board noted that Ms. Aditi's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for reappointment as an Independent Director.

Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member, signifying her candidature as an Independent Director of the Company.

A brief profile of Ms. Aditi and the disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-II to the Notice.

Ms. Aditi would be entitled for sitting fee, reimbursement of expenses at actuals, if any. The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at www.rategain.com.

Except Ms. Aditi, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in this resolution.

The Board of Directors of the Company, therefore, recommends the appointment of Ms. Aditi Gupta as set out in item no. 6 of the notice, for approval of the Members of the Company as a special resolution.

ANNEXURE I

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (B) (iv) of the Act are as under:

Particulars	Mr. Bhanu Chopra
I. General information:	
Nature of industry	RateGain Travel Technologies Limited is a global provider of AI-powered Software-as-a-Service (SaaS) solutions for the travel and hospitality industry. The Company provides technology solutions across travel and hospitality value chains, including revenue management, distribution, pricing intelligence, digital marketing, demand generation, data intelligence and related technology solutions. Following the acquisition and integration of Sojern Inc., the Company has further strengthened its capabilities in travel marketing, traveler intelligence and demand generation. The Company serves travel and hospitality enterprises globally across multiple geographies.
Date or expected date of commencement of commercial production:	**Not Applicable,** as the Company is engaged in the technology/SaaS industry and is not engaged in manufacturing or production activities.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	**Not Applicable,** as the Company is an existing company and is not a new company.
Financial performance based on given indicators:	(see tables below)

Particulars	Standalone Financials (in Millions)		
	2025-26	2024-25	2023-24
Total Income	2,932.04	2,798.36	2,212.28
Profit before Tax	681.54	979.82	594.15
Net Profit after tax	503.41	721.46	438.69

Particulars	Consolidated Financials (in Millions)		
	2025-26	2024-25	2023-24
Total Income	18,848.90	11,530.44	9,985.86
Profit before Tax	2,519.60	2,722.31	1,888.72
Net Profit after tax	1,943.87	2,089.29	1,453.93

Foreign investments or collaborations, if any	The Company has a significant international presence and operates through various wholly owned subsidiaries and step-down subsidiaries across jurisdictions including the United States, United Kingdom, Germany, Spain, Japan, Mexico, Singapore, Hong Kong, UAE/MENA and other international markets.
II. Information about the appointee:	
Background details	As mentioned in the Explanatory Statement
Past remuneration (FY2025-26)	₹ 3,68,34,840 (Three Crores Sixty-Eight Lakhs Thirty-Four Thousand Eight Hundred Forty)
Recognition or awards	Mr. Bhanu Chopra has received various recognitions for his entrepreneurial and leadership contributions. He was recognised as “Founder of the Year” at the Entrepreneur India Startup Awards 2023. He has also received recognition including the YPO Award in recognition of Exceptional Business Leadership and has been recognised by CIO Review among the 20 Most Promising Business Intelligence Companies. More recently, in April 2026, Mr. Bhanu Chopra represented RateGain in receiving the Economic Times Corporate Excellence Award – Emerging Company of the Year.

Particulars	Mr. Bhanu Chopra
Job profile and his suitability	As mentioned in the Explanatory Statement
Remuneration proposed (Upper Limit):	As mentioned in the proposed resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	The Audit and Nomination and Remuneration Committee and the Board have considered a benchmarking study of remuneration payable to promoter incumbents serving as Managing Directors of companies of comparable size and complexity, undertaken by a reputed global professional services and consulting firm specialising in human capital and executive compensation advisory. The benchmarking exercise considered, inter alia, the size and scale of the Company, its global operations, revenue profile, promoter-led nature of the business, responsibilities attached to the position of Chairman and Managing Director, experience and tenure of Mr. Bhanu Chopra, and prevailing market practices. Based on the benchmarking exercise and the Committee's assessment, the proposed remuneration was considered reasonable and appropriate having regard to the Company's size, complexity, international operations, growth trajectory and the responsibilities and contribution of the appointee.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:	Mr. Bhanu Chopra is the Founder, Promoter and Chairman & Managing Director of the Company and is entitled to receive remuneration in his capacity as Chairman and Managing Director in accordance with the terms approved by the Members. He also holds equity shares in the Company in his capacity as a Promoter. As on March 31, 2026, he held approximately 38.28% of the Company's equity share capital. Mr. Bhanu Chopra is the spouse of Ms. Megha Chopra, Executive Director of the Company. Except for the aforesaid relationship and remuneration/ shareholding interests, there is no other material pecuniary relationship with the Company or relationship with any other managerial personnel or Director requiring disclosure in this context.
III. Other information:	
Not Applicable	

RateGain

ANNEXURE II

Pursuant to the Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Ms. Megha Chopra	Mr. Bhanu Chopra	Mr. Ganesh Venkata Ramanan Kangeyam	Ms. Aditi Gupta
DIN	02078421	01037173	06563858	06413605
Designation and Category of Director	Executive Director	Chairman & Managing Director (Executive Director)	Non- Executive Independent Director	Non- Executive Independent Director
Date of Birth & Age	17th January, 1980 46 Years	14th March, 1976 50 Years	3rd September, 1962 63 Years	17th December, 1985 40 Years
Qualification	Post graduate diploma in family business management from NMIMS	Bachelor's degree in finance and computer science from Indiana University	Member of ICSI and ICAI, Bachelor's degree from SRCC and MBA from IIM Calcutta	B.com & LLB from Chaudhary Charan Singh University, Meerut; M.com from IGNOU; Member of ICSI
Brief profile	Ms. Megha Chopra is an entrepreneur with more than 13 years of experience in the Company and has been involved in the day-to-day running of our Company. She also leads the Corporate Social Responsibility (CSR) initiatives of the Company, as the Chairperson of the CSR Committee. Prior to her directorship in the Company, she was associated with HCL Infosystems Limited.	Mr. Bhanu Chopra is the Founder of the Company and holds a bachelor's degree in Science, Finance and Computer Science from Indiana University Bloomington. He has over two decades of experience in the technology and travel industry and has previously worked with Deloitte.	Mr. Ganesh Venkata Ramanan Kangeyam is a highly accomplished finance and governance professional with over 38 years of extensive experience in Corporate Finance, Strategy, Business Transformation, and Board Governance. He is a Chartered Accountant (CA) and Company Secretary (CS) and holds a Bachelor of Commerce (Honours) degree from Shri Ram College of Commerce (SRCC), University of Delhi. He has also completed the Senior Management Programme from the Indian Institute of Management, Calcutta (IIM Calcutta). He has held leadership positions with multinational corporations and listed Indian companies across the United States, Singapore, the Middle East, and the Philippines.	Ms. Aditi Gupta is a member of the Institute of Company Secretaries of India with over 15 years of experience in the field of corporate laws, governance, and secretarial compliance. She holds a bachelor's degree in commerce and a bachelor's degree in law from Chaudhary Charan Singh University, Meerut, and a master's degree in commerce from Indira Gandhi National Open University. She has been associated with the Company since July 2021.

Name of the Director	Ms. Megha Chopra	Mr. Bhanu Chopra	Mr. Ganesh Venkata Ramanan Kangeyam	Ms. Aditi Gupta
Terms and Conditions of appointment/ re-appointment	Executive Director, liable to retire by rotation.	Executive Director, liable to retire by rotation.	Non- Executive Independent Director, not liable to retire by rotation.	Non- Executive Independent Director, not liable to retire by rotation.
Details of Remuneration sought to be paid	N.A.	Refer Resolution	N.A.	N.A.
Last Remuneration drawn (Per Annum)	N.A.	₹ 3,68,34,840 (Three Crores Sixty Eight lakhs Thirty-Four Thousand eight hundred Forty)	N.A.	N.A.
Experience & Expertise	13+ Years	27+ Years	38+ Years	15+ Years
Skills and capabilities required for the role and the manner in which the Directors meet the requirements (In case of appointment of Independent Director)	N.A.	N.A.	• Corporate Finance & Financial Strategy • Business Strategy & Transformation • Mergers & Acquisitions (M&A) • Capital Markets & Fund Raising • Corporate Governance & Board Advisory • Treasury & Risk Management	• Governance, Compliance, Risk, Finance & Taxation • Enterprise Management, People Management and Leadership skills
Date of first appointment on the Board	16th November, 2012	16th November, 2012	29th June, 2026	15th July, 2021
No. of equity shares held in the Company	11,142,360	45,512,697	NIL	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	There are no inter-se relationship between the Directors except, Mr. Bhanu Chopra and Ms. Megha Chopra are related to each other being spouses.	There are no inter-se relationship between the Directors except, Mr. Bhanu Chopra and Ms. Megha Chopra are related to each other being spouses.	Mr. Ganesh Venkata Ramanan Kangeyam is not related inter-se to any other Directors, Manager and Key Managerial Personnel of the Company.	Ms. Aditi Gupta is not related inter-se to any other Directors, Manager and Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2026	6	7	N.A.	8

Name of the Director	Ms. Megha Chopra	Mr. Bhanu Chopra	Mr. Ganesh Venkata Ramanan Kangeyam	Ms. Aditi Gupta
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in the following Companies: • Ridaan and Ruhan Buildwell Private limited • Riseai Ventures Private Limited Ms. Megha Chopra, does not hold any chairmanship of the Committees of other Board	Directorship in the following Companies: • Ridaan and Ruhan Buildwell Private limited • Riseai Ventures Private Limited Mr. Bhanu Chopra, does not hold any chairmanship of the Committees of other Board	Directorship in the following Companies: • Chorus Call Conferencing Services India Private limited • CasaGrand Premier Builder Limited Chairman of Audit and Nomination & Remuneration Committee of CasaGrand Premier Builder Limited and member of Stakeholder relationship Committee and Risk Management Committee of CasaGrand Premier Builder Limited	N.A.
Listed entities from which the Director has resigned in the past three years	N.A.	N.A.	N.A.	N.A.