

RateGain Travel Technologies Limited

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



May 23, 2022

To,

National Stock Exchange of India Limited
(NSE: RATEGAIN)

BSE Limited
(BSE: 543417)

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2022 under Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to the Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report issued by M/s. Kumar G & Co., Company Secretaries, for the financial year ended March 31, 2022.

Please take the above information on record.

Yours faithfully,

For RateGain Travel Technologies Limited

(Thomas P. Joshua)

Vice President – Legal & Company Secretary

Memb. No.: F9839



Encl: as above

KUMAR G & Co.

Company Secretaries

80/37A, First Floor, Near Bhagat Singh Park
Malviya Nagar, New Delhi 110017
kumargpankaj@gmail.com | +91 11 4050 3037

SECRETARIAL COMPLIANCE REPORT OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED FOR THE YEAR ENDED MARCH 31, 2022

To,
The Members,
RateGain Travel Technologies Limited
(Formerly RateGain Travel Technologies Private Limited)
M-140, Greater Kailash Part-II
New Delhi 110048

We, Kumar G & Co, *Company Secretaries* have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the period commencing from December 17, 2021 (the date on which the Equity shares of the Company were listed and admitted to dealings on National Stock Exchange of India Ltd. and BSE Ltd.) to March 31, 2022 of RateGain Travel Technologies Limited (formerly known as RateGain Travel Technologies Private Limited) ("the listed entity").

The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us, and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the period ended March 31, 2022 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the period under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the period under review)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;-(Not applicable during the period under review)

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- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

** The Company has implemented RateGain Employees Stock Option Scheme 2015 and RateGain Employees Stock Option Scheme 2018 prior to IPO. At the time of filing Prospectus, these Schemes was prepared in line with SEBI (Share Based Employee Benefits) Regulations, 2021 and was approved by shareholders vide the resolution dated August 16, 2021. Further, the shareholders by way of passing special resolution dated March 19, 2022 through Postal Ballot approved RateGain Stock Appreciation Rights (SAR) Scheme, 2022 in terms of SEBI (Share Based Employee Benefits) Regulations, 2021.*

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
---Nil---				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
The Equity shares of the Company were listed and admitted to dealings on National Stock Exchange of India Ltd. and BSE Ltd. on December 17, 2021 hence, no comment is required.				

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Note:

- a. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
- b. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

for **KUMAR G & Co.**

Company Secretaries

PANKAJ
KUMAR
GUPTA

Digitally signed
by PANKAJ
KUMAR GUPTA

GUPTA P. K.

ACS : 14629 | CP : 7579

UDIN: A014629D000324906

Date : May 16, 2022

Place : New Delhi