May 26, 2023

To,
National Stock Exchange of India Limited **BSE Limited**

Subject: **Annual Secretarial Compliance Report for the financial year ended March 31, 2023 under Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

For RateGain Travel Technologies Limited

(Thomas P. Joshua)
Vice President – Legal & Company Secretary
Memb. No.: F9839

as above

KUMAR G & Co.

Company Secretaries

80/37A, First Floor, Near Bhagat Singh Park

Malviya Nagar, New Delhi 110017

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SECRETARIAL COMPLIANCE REPORT OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED FOR THE YEAR ENDED MARCH 31, 2023

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 ended March 31, 2023 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, 2023 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 and Sweat Equity) Regulations, 2021
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;

We hereby report that during the review period the compliance status of listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2	**Adoption and timely updation of the Policies:**		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
3	**Maintenance and disclosures on Website:**		
	• The Listed entity is maintaining a functional website	Yes	Nil
	• Timely dissemination of the documents/information under a separate section on the website	Yes	Nil
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	Nil
4	**Disqualification of Director:** None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	No	Nil
5	**Details related to Subsidiaries of listed entities have been examined w.r.t.:**		
	(a) Identification of material subsidiary companies.	Yes	Nil
	(b) Disclosure requirement of material as well as other subsidiaries.	Yes	Nil
6	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil

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8	**Related Party Transactions:** [illegible] approved/ ratified/ rejected by the Audit Committee, in case no prior approvalhas been obtained.		
9	**Disclosure of events or information:** The Listed Entity has provided all the requireddisclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limitsprescribed thereunder.	Yes	Nil
10	**Prohibition of Insider Trading:** The Listed Entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Action(s) has been taken against the Listed Entity/ itspromoters/ directors/ subsidiaries either by SEBI or byStock Exchanges (including under the Standard OperatingProcedures issued by SEBI through various circulars) underSEBI Regulations and circulars/ guidelines issuedthereunder.	Yes	Nil
12	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBIregulation/circular/guidance note etc.	Yes	Nil

Compliances related to resignation of Statutory Auditors from Listed Entities and their materialsubsidiariesas per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS
1	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such [illegible]	NA	Nil

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	entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	Nil
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to nonreceipt of information / explanation from the company, the auditor has informed the Audit committee the details of information / explanation sought and not provided by the management, as applicable.	NA	Nil
	c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above communicate its views to management and the auditor.	NA	Nil
	ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	Nil
3	The Listed Entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/ CFD/CMD1/1LL12otg dated 18th October, 2019.	NA	Nil

Based on the above examination, we hereby report that, during the period under Review:

(a) 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/ circular/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fine/Show cause notice/warnings etc	Details of violations	Fine Amount	Observations/ Remarks by PCS	Management Response	Remarks
NIL										

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

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S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action i.e Advisory/Fine/Show cause notice/warnings etc	Details of violations	Fine Amount	Observations/ Remarks by PCS	Management Response	Remarks
NIL										

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for **KUMAR G & Co.**

Company Secretaries

GUPTA P. K.

ACS : 14629 | CP : 7579

UDIN: A014629E000368620

Date : May 19, 2023

Place : New Delhi