

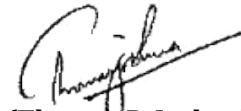
May 26, 2023

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

RateGain®

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

kumargpankaj@gmail.com | +91 11 4050 3037

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 concluding the statutory compliance and reporting our opinion thereon.

We have examined:

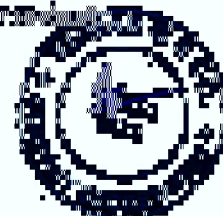
- a) all the documents and records pertaining to all compliance provided by the listed entity,
- b) the filing/ compliance made by the listed entity in the stock exchange,
- c) website/ E-filing,
- d) any other document/ filing, in case as required, which has been filed upon reasonable verification.

for the period ended March 31, 2023 in compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1956, SEBI Act and the Regulations relating to guidelines issued thereunder and,
- b) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2007, issued under the Securities and Exchange Board of India Act, 1956.

The specific Regulations, which pertain to the statutory guidelines listed above, have been examined/checked.

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2007,
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2007,
- d) Securities and Exchange Board of India (Regulation of Securities) Regulations, 2002 (not applicable during the period under review)
- e) Securities and Exchange Board of India (SEBI Board Company Manual and Secret Filing) Regulations, 2001
- f) Securities and Exchange Board of India (Form and Listing of Debt Securities) Regulations, 2007 (Not applicable during the period under review)
- g) Securities and Exchange Board of India (Form and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2002 (Not applicable during the period under review)



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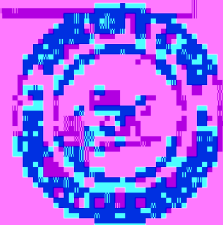
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- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 j) The Securities and Exchange Board of India (Registrars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

We hereby certify that the information furnished by the company is true and correct to the best of our knowledge and belief.

Sl. No.	Question	Response (Yes/No/NA)	Remarks (If Yes)
1	Compliance Certificate: The Compliance of the Listed Entity is in accordance with the applicable Securities Laws issued by the Securities and Exchange Board of India (SEBI), as notified by the Central Government under section 115(1) of the Companies Act, 2013 and accordingly applicable.	Yes	NA
2	Internal and External Auditors of the Entity: • All applicable policies under SOA Regulations adopted after the approval of Board of Directors after prior audit • All the policies are in conformity with SOA Regulations and have been reviewed & re-approved as per the requirements duly specified required by SOA	Yes Yes	NA NA
3	Disclosure and Management of Risks: • The Listed Entity is maintaining disclosures • Timely disclosure of the management information under a capital market regulatory regime • With this, provided in detail, appropriate details under Regulation 27(3), securities and related which is shared by Investor Relations Department of the entity	Yes Yes Yes	NA NA NA
4	Independence of Directors: None of the Director(s) of the Company are disqualified under Section 147 of the Companies Act, 2013, as notified by the Central Board.	Yes	NA
5	Related parties in the business of Listed Entity have been accounted as: (i) Identification of related parties/companies. (ii) Disclosure requirement of related parties as per the applicable law.	Yes Yes	NA NA
6	Financial Reporting Requirements: The Listed Entity is preparing and maintaining books, accounts and records under SOA Regulations and approval of company for policy of management of Securities and Accounting policy specified under SOA & SEBI Regulations, 2013	Yes	NA
7	Performance Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Senior Executives after the every financial year/financial the financial year as per the SOA & SEBI Regulations.	Yes	NA



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8	Related Party Transactions: The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
	approved/ ratified/ rejected by\ the Audit Committee, in case no prior approval has been obtained.		

9	Disclosure of events or information: The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed 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/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

Compliances related to resignation of Statutory Auditors from Listed Entities and their material subsidiaries as 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 resignation, has issued the audit report.	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/ILL12otg 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/ Guidelines/ specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action i.e.	Details of	Fine Amount	Observations/ Remarks by	Management Response	Remarks
				Penalty/ Fine /Show cause notice/warnings etc	violations		PCS			
NIL										

b) The listed entity has taken the following actions to comply with the



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S. No.	Compliance Requirement (Regulation s/ circular/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violations	Fine Amount	Observations/Remarks	Management Response	Remarks
					Advisory/Fine/Show cause notice/warnings etc			PCS		
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: A014629 E000368620

Date : May 19, 2023

Place : New Delhi