

**November 06, 2025**

**To,**

**National Stock Exchange of India Limited**  
(NSE: RATEGAIN)

**BSE Limited**  
(BSE: 543417)

**Sub.: Merger of wholly owned step down foreign subsidiary of the Company**

**Ref.: Regulation 30 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sir / Ma’am,

Pursuant to Regulation 30 of the Listing Regulations, we wish to inform that a merger of RateGain Merger Sub, Inc. (“Transferor company”), wholly-owned step down foreign subsidiary of the Company with Sojern, Inc. (“Transferee company”), has been approved by the Board of Directors of the respective companies and is effective from November 05, 2025 and November 06, 2025 as per US and Indian timings respectively.

Disclosure as required under the Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and other applicable circulars, if any, is enclosed herewith as “Annexure - 1”.

The above information is also available on the website [www.rategain.com](http://www.rategain.com).

Please take the above information on record.

Thanking you.

Yours faithfully,

**For RateGain Travel Technologies Limited**

**Mukesh Kumar**  
**General Counsel,**  
**Company Secretary & Compliance Officer**  
**Membership No.: A17925**

**ANNEXURE-1**

**Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sr. No.	Items for Disclosure	Description						
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<p><b>A.</b> Name of the entities forming part of the merger:</p> <ol style="list-style-type: none"> <li>1. Rategain Merger Sub, Inc. - Transferor Company, a wholly owned foreign subsidiary of RateGain Technologies Limited, was established as a Corporation on September 08, 2025, and registered under the laws of the State of Delaware, U.S.A.</li> <li>2. Sojern, Inc., Transferee Company, incorporated on May 20, 2008 in, U.S.A. becoming the wholly owned foreign subsidiary of RateGain Technologies Limited after the completion of merger with Rategain Merger Sub, Inc. on November 06, 2025, as per the Indian timings.</li> </ol> <p><b>B.</b> Turnover of the aforesaid entities, for the calendar year ended 31<sup>st</sup> December 2024, are as under: (Rs. in million)</p> <table border="1" data-bbox="769 1207 1425 1449"> <thead> <tr> <th data-bbox="769 1207 1101 1255">Name of the Entity</th> <th data-bbox="1101 1207 1425 1255">Turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="769 1255 1101 1402">Rategain Merger Sub, Inc</td> <td data-bbox="1101 1255 1425 1402">Not applicable as it is newly incorporated with object to acquire Company in USA.</td> </tr> <tr> <td data-bbox="769 1402 1101 1449">Sojern, Inc.,</td> <td data-bbox="1101 1402 1425 1449">USD 172.2 Million</td> </tr> </tbody> </table>	Name of the Entity	Turnover	Rategain Merger Sub, Inc	Not applicable as it is newly incorporated with object to acquire Company in USA.	Sojern, Inc.,	USD 172.2 Million
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Rategain Merger Sub, Inc	Not applicable as it is newly incorporated with object to acquire Company in USA.							
Sojern, Inc.,	USD 172.2 Million							

2.	<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”</b>	The merger of Transferor company with the Transferee company is amongst the wholly owned step-down foreign subsidiaries of the Company and is exempt under Regulation 23 (5)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3.	<b>Area of business of the entity(ies)</b>	Transferor – Incorporated with the object of acquisition of a company in USA.  Transferee- Sojern offers an AI powered Hospitality & Travel Marketing Platform to deliver deep traveler insight, intelligent audiences, multichannel activation & optimization, and guest experience solutions.
4.	<b>Rationale for amalgamation / merger</b>	To rationalise and consolidate the group structure.
5.	<b>In case of cash consideration – amount or otherwise share exchange ratio.</b>	There will be no cash consideration or issue of new shares as part of the merger.
6.	<b>Brief details of change in shareholding pattern (if any) of listed entity</b>	The shareholding pattern of the Company remains unchanged as it is not a party to the merger.