

February 13, 2026

To,

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

**BSE Limited**  
(BSE: 543417)

**Subject: Monitoring Agency Report for QIP - Quarter ended December 31, 2025**

Dear Sir / Ma'am,

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed herewith the Monitoring Agency Report dated February 12, 2026 issued by CRISIL Rating Limited (Monitoring Agency), for the quarter ended December 31, 2025 in respect of utilization of proceeds of the Qualified Institutional Placement ('QIP') of the Company.

This disclosure will also be hosted on the Company's website viz. <https://investors.rategain.com/>

Please take the above information on record.

Yours faithfully,

**For RateGain Travel Technologies Limited**

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

*Encl.: As above*

**Monitoring Agency Report**  
**for**  
**RateGain Travel Technologies Limited**  
**for the quarter ended**  
**December 31, 2025**

CRL/MAR/RATRTEL/2025-26/1609

February 12, 2026

To  
**RateGain Travel Technologies Limited**  
M-140, Greater Kailash Part II,  
New Delhi 110 048, Delhi, India

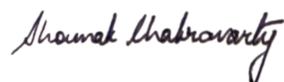
Dear Sir,

**Final Monitoring Agency Report for the quarter ended December 31, 2025 - in relation to the Qualified Institutional Placement ("QIP") of RateGain Travel Technologies Limited ("the Company")**

Pursuant to Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated November 15, 2023, enclosed herewith the Final Monitoring Agency Report, issued by Crisil Ratings Limited, Monitoring Agency, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP for the quarter December 31, 2025.

Request you to kindly take the same on records.

Thanking you,  
**For and on behalf of Crisil Ratings Limited**



**Shounak Chakravarty**  
Director, Ratings (LCG)

**Final Report of the Monitoring Agency (MA)****Name of the issuer:** RateGain Travel Technologies Limited**For quarter ended:** December 31, 2025**Name of the Monitoring Agency:** Crisil Ratings Limited

(a) Deviation from the objects: Not applicable

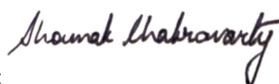
(b) Range of Deviation: Not applicable

**Declaration:**

*We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.*

*The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.*

*We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.*

**Signature:****Name and designation of the Authorized Signatory:** Shounak Chakravarty**Designation of Authorized person/Signing Authority:** Director, Ratings (LCG)

## 1) Issuer Details:

<b>Name of the issuer:</b>	RateGain Travel Technologies Limited
<b>Names of the promoter:</b>	a. Mr. Bhanu Chopra b. Mrs. Megha Chopra
<b>Industry/sector to which it belongs:</b>	Computers - Software & Consulting

## 2) Issue Details

<b>Issue Period:</b>	Wednesday, November 15, 2023, to Monday, November 20, 2023
<b>Type of issue (public/rights):</b>	Qualified Institutional Placement (QIP)
<b>Type of specified securities:</b>	Equity Shares
<b>QIP Grading, if any:</b>	NA
<b>Issue size:</b>	Gross proceeds: Rs 6,000.00 million Net proceeds: Rs 5,862.91 million*

\*Crisil Ratings shall be monitoring the net proceeds amount.

Note: During the quarter ended March 31, 2024, net proceeds have been revised from Rs 5,861.50 million to Rs 5,862.91 million. For further details, refer note on page no. 6 of the report.

## 3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information/certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Statutory Auditor Certificate <sup>^</sup> , Placement Document dated November 20, 2023 (hereinafter referred as "Offer document"), Bank Statements	Proceeds were utilized towards the acquisition of Sojern Inc.	No Comments

Particulars	Reply	Source of information/ certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management Undertaking, Statutory Auditor Certificate^	No Comments	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA		No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No		No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No		No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No Comments

*NA represents Not Applicable*

*^Certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.*

4) Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in million)	Revised Cost (Rs in million)	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Strategic investments, acquisitions, and inorganic growth	Management undertaking, Statutory Auditor Certificate ^, Offer document	5,861.50	5,862.91	Refer note 1	No Comments	No Comments	No Comments

^Certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.

Note 1: The actual cost incurred by the Company towards offer related expenses is lower against the estimated cost disclosed in the final offer document. Hence, the difference of Rs 1.41 million available from offer expenses is added to the aforementioned object of the issue during the quarter ended March 31, 2024. Accordingly, the net proceeds were revised from Rs 5,861.50 million to Rs 5,862.91 million.

**ii. Progress in the object(s):**

Sr. No.	Item Head#	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in million)	Amount utilized (Rs in million)			Total unutilized amount (Rs in million)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Strategic investments, acquisitions, and inorganic growth	Management undertaking, Statutory Auditor Certificate ^, Offer document, Bank Statements	5,862.91	Nil	5,862.91	5,862.91	Nil	Proceeds were utilized towards the acquisition of Sojern Inc.	No Comments	No Comments

^Certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.

Note: As on December 31, 2025, both the QIP Escrow account balance and monitoring account balance stands Nil. Hence, this is the final Monitoring Agency report being issued by Crisil Ratings for the proceeds raised through the QIP of RateGain Travel Technologies Limited.

**#Brief description of objects:**

Object of the Issue	Description of objects as per the offer document filed by the issuer
Strategic investments, acquisitions, and inorganic growth	RateGain continuously looks to create strategic value through inorganic growth, and they have over the years acquired technological capabilities that have helped expand their product offerings and scale their operations. They intend to seek attractive inorganic opportunities that they believe will fit well with their strategic business objectives and growth strategies. The amount of Net Proceeds to be used for acquisitions will be based on Company's management's decision and may not be the total value or cost of any such acquisitions.

**iii. Deployment of unutilised proceeds:**

S. No.	Type of instrument where amount is invested	Amount invested (Rs in million)	Maturity date	Earnings as on December 31, 2025# (Rs in million)	Return on Investment (%)	Market value as at the end of quarter (Rs in million)
Not applicable^						

^On the basis of management undertaking and certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.

#Monitoring the deployment of Interest Income earned from unutilised proceeds does not form part of the scope of Monitoring Agency report.

**iv. Delay in implementation of the object(s):**

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of delay	Proposed course of action
Not Applicable^					

^On the basis of management undertaking and certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.

**5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:**

Not applicable on the basis of management undertaking and certificate dated February 11, 2026, issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W), Statutory auditors of the Company.

**Disclaimers:**

- a) This Report is prepared by Crisil Ratings Limited (**hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"**). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
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