

February 13, 2026

To,

National Stock Exchange of India Limited

(NSE: RATEGAIN)

BSE Limited

(BSE: 543417)

Sub: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Acquisition of equity shares in RateGain Technologies Limited ("RG UK"), Company's material unlisted wholly owned subsidiary, pursuant to conversion of loan

Dear Sir / Ma'am,

We wish to inform you that the Company in its Board meeting held today, has approved the acquisition of 23 equity shares in RG UK, pursuant to conversion of entire inter-corporate loan amount of USD 109,745,000 (equivalent to GBP 80,694,853) and the accrued interest thereon amounting to USD 2,461,225 (Equivalent to GBP 1,809,724).

Detailed disclosure with respect to the acquisition(s) as required under Regulation 30(6) read with Para A(1) of Part A of Schedule III of the SEBI Listing Regulations and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 as amended/updated from time to time, are given in 'Annexure A' to this intimation.

This is for your information and records.

Yours faithfully,

For RateGain Travel Technologies Limited

Mukesh Kumar

General Counsel,

Company Secretary & Compliance Officer

Membership No.: A17925

Encl.: As above

ANNEXURE A

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover, etc.	RateGain Technologies Limited ("RG UK"), Company's material unlisted wholly owned subsidiary Turnover of RG UK for the Financial Year 2024-25 : £ 26,198,727
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	RG UK, being a wholly owned subsidiary, is a related party of the Company. The transaction falls within the ambit of related party transactions and is at arms' length. Except to the extent of shares held by the Company in RG UK, Company does not have any interest in RG UK.
3.	Industry to which the entity being acquired belongs.	Travel Technologies
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Issuance of equity shares to the Company, pursuant to conversion of outstanding loan including interest thereof, granted by the Company to RG UK
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
6.	Indicative time period for completion of the acquisition.	On or before 31 st March 2026.
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	Consideration paid through conversion of outstanding loan (provided in cash) including interest thereof, granted by the Company to RG UK
8.	Cost of acquisition or the price at which the shares are acquired.	GBP 82,504,577 (GBP Eighty-Two Million Five Hundred Four Thousand Five Hundred Seventy-Seven only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100%



10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	Products / line of business	RG UK specializes in developing and marketing Data-as-a-Service (DaaS), Distribution and Marketing Technology (MarTech) products tailored for travel and hospitality sectors. Its clientele comprises hotels, Online Travel Agencies (OTAs), airlines and car rental companies.
		Date of incorporation	December 05, 2014
		History of last 3 years turnover of RG UK:	The revenue from operations of RG UK for the previous three financial years is as follows: 2023-24: £ 24,525,024 2022-23: £ 16,366,710 2021-22: £ 12,256,816
		Country in which the acquired entity has presence	United Kingdom