

November 15, 2023

The General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

Symbol: RATEGAIN

Scrip Code: 543417

Sub: Outcome of the meeting of the Fund Raise Committee

Sub: Qualified Institutions Placement ("QIP") of Equity Shares of Face Value of Re. 1 each (the "Equity Shares") by the Company under the provisions of Chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and Sections 42 and 62 of the Companies Act, 2013 and the rules made thereunder as amended

Dear Sir,

1. We wish to inform you that pursuant to the approval accorded by the Board of Directors of the Company (the "**Board**"), at its meeting held on August 7, 2023 and special resolution passed by the members of the Company in the Annual General Meeting held on September 15, 2023, the Fund Raise Committee has, at its meeting held today, *i.e.*, November 15, 2023, *inter-alia*, considered and approved the following:
 - (a) approval and adoption of the preliminary placement document dated November 15, 2023 together with application form in connection with the proposed qualified institutions placement of equity shares of ₹1 each ("**Equity Shares**", and such qualified institutions placement, the "**Issue**"); and
 - (b) authorisation of the opening of the Issue today, *i.e.*, November 15, 2023.
 - (c) Approved the floor price for the Issue, being ₹676.66 per Equity Share ("floor price"), based on the pricing formula as prescribed under Regulation 176 of the SEBI ICDR Regulations.
2. We further wish to inform you that the Fund Raise Committee has fixed the 'Relevant Date' for the purpose of the Issue, in terms of Regulation 171 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), as November 15, 2023 and accordingly the floor price in respect of the aforesaid Issue based on the pricing formula as prescribed under Regulation 176(1) of the SEBI ICDR Regulations is ₹676.66 per Equity Share. Pursuant to Regulation 176(1) of the SEBI ICDR Regulations and through special resolution passed by the members of the Company in the Annual General Meeting held on September 15, 2023, the Company may offer a discount of not more than 5% on the floor price so calculated for the Issue. The Issue price will be

determined by the Company in consultation with the Book Running Lead Managers appointed in relation to the Issue.

The meeting of the Fund Raise Committee commenced at 5:30 p.m. and concluded at 6:15 p.m. The certified true copy of the resolution(s) passed by the Fund Raise Committee authorizing the opening of the QIP and fixing the Floor Price and the relevant date is enclosed for your information and records.

Further, in accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, the Trading Window for trading in the Company's equity shares has been closed from Friday, September 15, 2023 till the expiry of forty-eight (48) hours after determination of issue price, for the specified 'Designated Persons' who are associated with the QIP issue.

In relation to the Qualified Institutions Placement, we will file the Preliminary Placement Document with the Stock Exchanges.

Copy of the same is being also made available on the website of the Company at www.rategain.com

We request you to take the above on record pursuant to compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

For **RateGain Travel Technologies Limited**



Thomas P. Joshi
Vice President – Legal & Company Secretary

Date: November 15, 2023
Place: Noida

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE
FUND RAISE COMMITTEE OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS RATEGAIN TRAVEL TECHNOLOGIES PRIVATE LIMITED)
HELD ON NOVEMBER 15, 2023**

APPROVAL OF ISSUE OPENING AND RELEVANT DATE:

RESOLVED THAT pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on August 7, 2023 and the special resolution passed by the shareholders of the Company by way of postal ballot on September 15, 2023 under Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), each as amended, the issue of equity shares of face value of ₹ 1 each of the Company (the “**Equity Shares**”) to eligible qualified institutional buyers (“**QIBs**”) under Chapter VI of the SEBI ICDR Regulations and Section 42 and any other applicable provisions of the Companies Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the provisions of all other applicable laws, rules, regulations, guidelines, circulars and notifications, (the “**Issue**”) be opened today, i.e. November 15, 2023 for receiving bids in connection with the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the relevant date, in terms of Regulation 171(b)(i) of SEBI ICDR Regulations, for determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue, shall be the date of this resolution, i.e., November 15, 2023.

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action.

CERTIFIED TO BE TRUE

For RateGain Travel Technologies Limited



Thomas P. Joshua

Vice President – Legal & Company Secretary

Date: November 15, 2023

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE
FUND RAISE COMMITTEE OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS RATEGAIN TRAVEL TECHNOLOGIES PRIVATE LIMITED)
HELD ON NOVEMBER 15, 2023**

RESOLUTION FOR FLOOR PRICE:

RESOLVED THAT in respect of the proposed qualified institutions placement of equity shares of ₹ 1 each ("**Equity Shares**", and such qualified institutions placement, the "**Issue**"), the floor price of ₹ 676.66 per Equity Share ("**Floor Price**"), as calculated based on the pricing formula prescribed under Regulation 176(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and based on the certificate received from GSA & Associates LLP, Chartered Accountants, for determination of Floor Price, be and is hereby approved.

RESOLVED FURTHER THAT in respect of the Issue and in accordance with the proviso to Regulation 176(1) of the SEBI ICDR Regulations, the Company may offer a discount on the Floor Price calculated for the Issue, in accordance with applicable law and the approval of the shareholders of the Company on September 15, 2023.

FURTHER RESOLVED THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action.

CERTIFIED TO BE TRUE

For RateGain Travel Technologies Limited




Thomas P. Joshua

Vice President – Legal & Company Secretary

Date: November 15, 2023