

May 19, 2023

To,

National Stock Exchange of India Limited
(NSE: RATEGAIN)

BSE Limited
(BSE: 543417)

Subject: Statement of Deviation or Variation in utilization of funds raised under Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Quarter ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Statement of Deviation or variation in utilization of funds raised through Initial Public Offering (IPO) by the Company, for the quarter ended March 31, 2023, reviewed by the Audit Committee at its meeting held on May 19, 2023.

Please take the above information on record.

Yours faithfully,

For RateGain Travel Technologies Limited



(Thomas P. Joshua)

Vice President - Legal & Company Secretary

Memb. No.: F9839

Encl.: As above

STATEMENT OF DEVIATION / VARIATION IN UTILIZATION OF FUNDS RAISED

Name of listed entity	RateGain Travel Technologies Limited					
Mode of Fund Raising	IPO – Public Issue					
Date of Raising Funds	14 December, 2021					
Amount Raised	Rs. 3,545.05 million (Net of issue expenses)					
Report filed for Quarter ended	March 31, 2023					
Monitoring Agency	Yes					
Monitoring Agency Name, if applicable	HDFC Bank Limited					
Is there a Deviation / Variation in use of funds raised	No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	N.A.					
If Yes, Date of shareholder Approval	N.A.					
Explanation for the Deviation / Variation	N.A.					
Comments of the Audit Committee after review	N.A.					
Comments of the auditors, if any	N.A.					
Objects for which funds have been raised and where there has been a deviation, in the following table:	Net Proceeds of Fresh Issue are proposed to be utilised as given below:					
Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised (INR Million)	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks if any
Repayment/prepayment of indebtedness availed by RateGain UK, one of our Subsidiaries, from Silicon Valley Bank	N.A.	852.61	N.A.	852.61	Nil	N.A.
Payment of deferred consideration for acquisition of DHISCO	N.A.	252.00	N.A.	252.00	Nil	N.A.
Strategic investments, acquisitions and inorganic growth ¹	N.A.	800.00	N.A.	800.00	Nil	Refer Note
Investment in technology innovation, artificial intelligence and other organic growth initiatives ²	N.A.	500.00	N.A.	278.22	Nil	Refer Note
Migration and usage of our services from self-managed Data Center to Amazon Web Services Cloud ³	Yes	407.73	N.A.	Nil	Nil	Refer Note
General corporate purposes ¹	N.A.	732.55	754.84*	754.66	Nil	Refer Note
Note:						
During the quarter ended 31 December 2021, the Company has completed its Initial Public Offer ("IPO") of 31,441,282 Equity shares (includes Equity shares of 129,870 reserve for Employees at discounted rate) of Face value of ₹ 1/- each ("equity shares") for cash at a price of ₹ 425/- per Equity Share (including a share premium of ₹ 424/- per Equity Share) aggregating to ₹ 13,357.35 million. This comprises of fresh issue of 8,835,752 equity shares aggregating up to ₹ 3,750 million (the "fresh issue") and an Offer for Sale of 22,605,530 equity shares aggregating to ₹ 9,607.35 million. The equity shares of the Company got listed with BSE Limited and National Stock Exchange of India Limited on 17 December 2021. The issue was made in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The unutilised proceeds has been temporarily invested/parked in bank accounts, deposits, bonds and commercial paper.						
*During the quarter ended 31 December 2022, the utilisation of funds under the object "General corporate purposes" increased from estimated amount of ₹ 732.71 million to ₹ 754.84 million due to decline in actualization of issue expenses from the estimated issue expense by ₹ 22.13 million.						
1. During the quarter ended 31 March 2023, the Company has utilized full amount of ₹ 800 million under the object "Strategic investments, acquisitions and inorganic growth" and remaining ₹ 534.08 million from the object "General corporate purposes" for the acquisition of Adara Inc., USA on 09 January 2023 which was given as a loan amounting ₹ 1334.08 million to RateGain Technologies Limited (RateGain UK) on 27 December 2022. Further, the Company gave loan to RateGain Technologies Limited (RateGain UK) on 29 March 2023 amounting ₹ 220.58 million for the working capital requirement of BCV Social LLC. As per the extracts of minutes of the meeting of the Board of Directors dated February 10, 2023 and prospectus dated 10 December 2021, Company can also utilize the General corporate purpose for "Working capital requirements". Hence, total utilization for the period from 01 January 2023 to 31 March 2023 under the object "General corporate purposes" aggregates to ₹ 754.66 million. Further, ₹ 1334.08 Million were converted to \$16.00 Million. Company has made the payment for acquisition of Adara INC \$ 14.92 Million (\$ 3.64 Million, \$ 10.93 Million & \$0.35 Million) and balance amount (\$ 1.08 Million) utilised for working Capital.						

2. During the quarter ended 31 March 2023, amount of ₹109.30 million was transferred from Monitoring Agency account to Company account since the Company had utilized internal generated funds to the tune of ₹109.30 million towards payment of salary to employees engaged in "in-house new product development in the area of technology innovation and artificial intelligence" during the period from November 2022 to February 2023 under object 4 above. Further, out of ₹ 221.78 million unutilized amount as at 31 March 2023, amount of ₹ 25.71 million will be transferred to Company account subsequently since the Company has utilized internal generated funds for this purpose.
3. During the quarter ended 31 March 2023, amount of ₹ 27.29 million will be transferred to Company account since the Company has utilized internal generated funds towards payment of self-managed Data Center to Amazon Web Services Cloud for the month of March 2023 under object 5 above.

As per the prospectus dated 10 December 2021, the original object was 'Purchase of certain capital equipment for our Data Center'. During the quarter ended 31 December 2022, the Company has changed the object through special resolution and postal ballot results dated 19 November 2022, as per which the new object is utilisation of funds towards 'Migration and usage of our services from self-managed Data Center to Amazon Web Services Cloud'.

Deviation or variation could mean:

- a) **Deviation in the objects or purposes for which the funds have been raised; or**
- b) **Deviation in the amount of funds actually utilized as against what was originally disclosed; or**
- c) **Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.**

Yours faithfully,

For RateGain Travels & Technologies Limited



(Thomas P. Joshua)

Vice President – Legal & Company Secretary

Date: May 19, 2023