

March 19, 2025

To,

National Stock Exchange of India Limited
(NSE: RATEGAIN)

BSE Limited
(BSE: 543417)

Sub.: Plan of merger of wholly owned step down foreign subsidiaries 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 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 ("SEBI Circular"), we wish to inform that a merger of BCV Social LLC ("Transferor company"), wholly-owned step down foreign subsidiary of the Company with RateGain Adara Inc ("Transferee company") wholly-owned step down foreign subsidiary of the Company, has been approved by the Board of Directors of respective companies effective from April 01, 2025.

An intimation regarding completion of execution of required documents for the abovesaid transaction was received on March 19,2025 by the Company at 11:45 a.m.

The merger is subject to regulatory approvals in the country of incorporation. The appointed date of merger is April 1, 2025.

In line with the SEBI Circular, details required under Regulation 30(6) of the Listing Regulations are provided in the attached Annexure.

The above information is also available on the website 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

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>A. Name of the entities forming part of the merger:</p> <p>1. BCV Social LLC - Transferor Company, a wholly owned foreign subsidiary of RateGain US, was established as a limited liability company on May 2, 2013, and registered under the laws of the State of Delaware, U.S.A.</p> <p>2. RateGain Adara Inc., Transferee Company a wholly owned foreign subsidiary of RateGain Technologies Inc. (US). Incorporated as a limited liability Company on December 14, 2022, under the laws of the State of Delaware, U.S.A.</p> <p>B. Turnover and Profit After Tax of the aforesaid entities, for the financial year ended 31st March, 2024, are as under:</p> <p align="right">(Rs. in million)</p> <table border="1" data-bbox="768 1283 1414 1478"> <thead> <tr> <th>Name of the Entity</th> <th>Turnover</th> <th>Profit After Tax</th> </tr> </thead> <tbody> <tr> <td>BCV Social LLC</td> <td>615.79</td> <td>(183.27)</td> </tr> <tr> <td>RateGain Adara Inc</td> <td>3540.92</td> <td>554.65</td> </tr> </tbody> </table>	Name of the Entity	Turnover	Profit After Tax	BCV Social LLC	615.79	(183.27)	RateGain Adara Inc	3540.92	554.65
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BCV Social LLC	615.79	(183.27)									
RateGain Adara Inc	3540.92	554.65									

2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	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.	Area of business of the entity(ies)	<p>BCV Social LLC - Transferor Company, specializes in delivering Data as a Service (DaaS), Distribution, and Market Technologies (MarTech) services tailored for the travel and hospitality sector through a Software as a Service (SaaS) platform.</p> <p>RateGain Adara Inc., Transferee Company specializes in data-driven marketing tailored for the travel and hospitality industries. Their services encompass data insights, audience segmentation, and advertising solutions, empowering travel brands to make informed decisions and effectively reach their target audience. Furthermore, the Company plays a vital role in enhancing customer engagement throughout the travel journey and optimizing loyalty programs to foster customer retention.</p>
4.	Rationale for amalgamation / merger	The business of the Transferor company and the Transferee company complement each other. The proposed consolidation of the entities will result in synergy of business operations, provide economies of scale of operations, optimize operational and administrative costs as well as reduce compliance management.
5.	In case of cash consideration – amount or otherwise share exchange ratio.	The Transferor and Transferee companies are wholly owned step-down foreign subsidiaries of the Company and there will be no cash consideration or issue of new shares as part of the merger.
6.	Brief details of change in shareholding pattern (if any) of listed entity	The shareholding pattern of the Company remains unchanged as it is not a party to the merger.