

August 12, 2024

To,
National Stock Exchange of India Limited
(NSE: RATEGAIN)

BSE Limited
(BSE: 543417)

Subject: Outcome of the Board Meeting held on August 12, 2024

Dear Sir/Ma'am,

Pursuant to Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that the Board of Directors of the Company in their meeting held today i.e., Monday, August 12, 2024, have *inter-alia* considered and approved the following matter:

- 1) Un-audited (Standalone and Consolidated) Financial Results ('Financial Results') of the Company for the quarter ended June 30, 2024. The Financial Results are also being disseminated on the Company's website at <https://investors.rategain.com>.

Pursuant to Regulation 30 and 33 of the Listing Regulations, we are enclosing herewith the following as '**Annexure A**':

- (a) Financial Results of the Company for the Quarter ended June 30, 2024; and
 - (b) Limited Review Report on the Financial Results of the Company for the quarter ended June 30, 2024.
- 2) Appointment of RMG & Associates, Company Secretaries, as Secretarial Auditors of the Company for the financial Year 2024-25.

Pursuant to the Regulation 30 of the Listing Regulations and SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, we are enclosing herewith the details of the proposed Secretarial Auditors as '**Annexure B**'.

- 3) Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No: 117366W/W-100018), as the Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of the 12th AGM till the conclusion of the 17th AGM in place of retiring Statutory Auditor Walker Chandiook & Co LLP, Chartered Accountants, as recommended by the Audit Committee and subject to approvals of the members of the Company.

Pursuant to Regulation 30 of the Listing Regulations and SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, we are enclosing herewith the details of the proposed Statutory Auditors as '**Annexure C**'.

- 4) Appointment of Grant Thornton Bharat LLP, (Firm Registration No. AAA-7677), as Internal Auditors of the Company for the financial Year 2024-25, 2025-26 and 2026-27.

Pursuant to Regulation 30 of the Listing Regulations and SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023, we are enclosing herewith the details of the proposed Internal Auditors as '**Annexure D**'.

- 5) The 12th Annual General Meeting of the members of the Company will be held on Monday, September 16, 2024.

The Board Meeting commenced at 01:00 p.m. and concluded at 2:10 p.m.

Please take the above information on record.

Yours faithfully,

For RateGain Travel Technologies Limited

THOMAS P JOSHUA
Digitally signed by
THOMAS P. JOSHUA
Date: 2024.08.12
14:17:06 +05'30'

(Thomas P. Joshua)

Vice President – Legal & Company Secretary

Memb. No.: F9839

Encl.: As above

RateGain®

Walker ChandioK & Co LLP

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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of RateGain Travel Technologies Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of RateGain Travel Technologies Limited ('the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the quarter ended 30 June 2024, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33 (8) of the Listing Regulation, to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker ChandioK & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41 Connaught Circus, Outer Circle, New Delhi, 110001, India

Walker Chandiook & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

5. We did not review the interim financial results of 2 subsidiaries included in the Statement, whose financial information reflects total revenues of ₹ 1,001.64 million, total net profit after tax of ₹ 157.82 million and total comprehensive income of ₹ 157.82 million, for the quarter ended on 30 June 2024, as considered in the Statement. These interim financial results have been reviewed by other auditor whose review report have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013



Ashish Gupta
Partner
Membership No. 504662
UDIN: 24504662BKGEFE2042



Place: New Delhi
Date: 12 August 2024

Walker Chandiook & Co LLP

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Annexure 1

List of entities included in the Statement

Name of Holding Company

1. RateGain Travel Technologies Limited

Name of Subsidiaries

1. RateGain Technologies Limited, UK
2. RateGain Spain, S.L.
3. RateGain Technologies Inc, USA
4. BCV Social LLC
5. Myhotelshop GmbH
6. Myhotelshop S.L. (up to 25 October 2023)
7. RateGain Adara Inc., USA
8. RateGain Technologies LLC, Sharjah, UAE
9. RateGain Adara Japan GK (w.e.f 17 November 2023)



Walker Chandiook & Co LLP

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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of RateGain Travel Technologies Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of RateGain Travel Technologies Limited ('the Company') for the quarter ended 30 June 2024, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013


Ashish Gupta
Partner
Membership No. 504662
UDIN: 24504662BKGFEFD7289



Place: New Delhi
Date: 12 August 2024

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41 Connaught Circus, Outer Circle, New Delhi, 110001, India

Statement of consolidated financial results

(in ₹ million, except for share data and if otherwise stated)

Particulars	Quarter ended			Year ended
	30 June 2024 (Unaudited)	31 March 2024 (refer note 3)	30 June 2023 (Unaudited)	31 March 2024 (Audited)
1 Income				
Revenue from operations	2,600.13	2,558.10	2,144.78	9,570.31
Other income	182.69	210.47	59.85	415.55
Total income	2,782.82	2,768.57	2,204.63	9,985.86
2 Expenses				
Employee benefits expense	1,027.72	965.06	879.58	3,799.07
Finance costs	3.13	3.15	3.37	13.66
Depreciation and amortisation expense	94.93	95.34	113.25	410.42
Other expenses	1,074.66	1,050.51	887.29	3,873.99
Total expenses	2,200.44	2,114.06	1,883.49	8,097.14
3 Profit before tax (1 - 2)	582.38	654.51	321.14	1,888.72
4 Tax expense				
Current tax	138.18	173.83	91.43	480.76
Deferred tax credit	(9.55)	(19.56)	(19.38)	(45.97)
Total tax expense	128.63	154.27	72.05	434.79
5 Profit for the period/year (3-4)	453.75	500.24	249.09	1,453.93
6 Other comprehensive income/(loss)				
(i) Item that will not be reclassified to profit or loss				
- Remeasurement of the defined benefit plan	(3.58)	(12.73)	(0.64)	(14.66)
- Income tax relating to these items	0.90	3.20	0.16	3.69
(ii) Item that may be reclassified to profit or loss				
- Exchange differences on translation of foreign operations	(9.05)	(6.71)	(42.34)	62.57
Total other comprehensive income/(loss) (i) + (ii)	(11.73)	(16.24)	(42.82)	51.60
7 Total comprehensive income for the period/year (5 + 6)	442.02	484.00	206.27	1,505.53
8 Total comprehensive income for the period/year (7)	442.02	484.00	206.27	1,505.53
Attributable to:				
Owners of the Holding Company	442.02	484.00	206.27	1,505.53
9 Profit for the period/year (5)	453.75	500.24	249.09	1,453.93
Attributable to:				
Owners of the Holding Company	453.75	500.24	249.09	1,453.93
10 Other comprehensive income/(loss) for the period/year (6)	(11.73)	(16.24)	(42.82)	51.60
Attributable to:				
Owners of the Holding Company	(11.73)	(16.24)	(42.82)	51.60
11 Paid-up share capital (par value of ₹1/- each fully paid)	117.78	117.78	108.32	117.78
12 Other equity				14,386.93
13 Earnings/(loss) per equity share (EPS/LPS)				
Basic	Not annualised 3.85	Not annualised 4.25	Not annualised 2.30	13.01
Diluted	3.81	4.20	2.28	12.84



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Statement of standalone financial results

(in ₹ million, except for share data and if otherwise stated)

Particulars	Quarter ended			Year ended
	30 June 2024	31 March 2024	30 June 2023	31 March 2024
	(Unaudited)	(refer note 3)	(Unaudited)	(Audited)
1 Income				
Revenue from operations	494.49	492.71	384.15	1,733.92
Other income	160.88	184.59	64.80	478.36
Total Income	655.37	677.30	448.95	2,212.28
2 Expenses				
Employee benefits expense	369.89	328.56	274.50	1,242.17
Finance costs	2.87	2.94	3.11	12.35
Depreciation and amortisation expense	8.40	7.97	6.87	29.76
Other expenses	85.27	94.34	95.06	333.85
Total expenses	466.43	433.81	379.54	1,618.13
3 Profit before tax (1- 2)	188.94	243.49	69.41	594.15
4 Tax expense				
Current tax	47.61	66.19	20.25	159.07
Deferred tax credit	(1.71)	(2.04)	(2.53)	(3.61)
Total tax expense	45.90	64.15	17.72	155.46
5 Profit for the period/year (3 - 4)	143.04	179.34	51.69	438.69
6 Other comprehensive Income/(loss)				
(i) Item that will not be reclassified to profit or loss				
- Remeasurement of the defined benefit plan	(3.58)	(12.73)	(0.64)	(14.66)
- Income tax relating to these items	0.90	3.20	0.16	3.69
Total other comprehensive loss	(2.68)	(9.53)	(0.48)	(10.97)
7 Total comprehensive Income for the period/year (5 + 6)	140.36	169.81	51.21	427.72
8 Paid-up share capital (par value of ₹1/- each fully paid)	117.78	117.78	108.32	117.78
9 Other equity				12,790.27
10 Earnings / (loss) per equity share (EPS/LPS)				
Basic	Not annualised	Not annualised	Not annualised	3.92
Diluted	1.21	1.52	0.48	3.87
	1.20	1.50	0.47	



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Notes to Standalone and Consolidated Financial Results for the quarter ended 30 June 2024

- 1 In terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended, these standalone and consolidated financial results ("financial results") for the quarter ended 30 June 2024 have been reviewed and recommended for approval by the Audit Committee and accordingly have been approved by the Board of Directors of RateGain Travel Technologies Limited ("the Company") at their respective meetings held on 12 August 2024. The statutory auditors have carried out limited review of the financials results of the Company for the quarter ended 30 June 2024.
- 2 These financial results have been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standard ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in section 133 of the Companies Act, 2013 (read with SEBI Circular CIR/CFD/FAC/62/2016 dated 05 July 2016 and other recognised accounting practices and policies).
- 3 Figures for the quarter ended 31 March 2024 is balancing figures between audited figures for the full financial year and the reviewed year-to-date figures upto the third quarter of the financial year.
- 4 During the quarter ended 31 December 2021, the Company 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 utilisation of the initial public offer proceeds is summarised below:

(in ₹ million)

Object of the issue as per prospectus	Utilisation planned as per prospectus	Total utilised upto 30 June 2024	Amount pending for utilisation as at 30 June 2024*
Repayment/prepayment of indebtedness availed by RateGain UK, one of our Subsidiaries, from Silicon Valley Bank	852.61	852.61	-
Payment of deferred consideration for DHISCO acquisition	252.00	252.00	-
Strategic investments, acquisitions and inorganic growth	800.00	800.00	-
Investment in technology innovation, artificial intelligence and other organic growth initiatives	500.00	500.00	-
Migration and usage of our services from self-managed Data Center to Amazon Web Services Cloud	407.73	261.39	146.34
General corporate purposes	754.84	754.66	0.18

*The unutilised proceeds has been temporarily invested/parked in bank account and fixed deposits.

- 5 During the quarter ended 31 December 2023, the Company raised money by the way of Qualified Institutions Placement ('QIP') and allotted 9,331,259 equity shares of face value ₹ 1 each to the eligible qualified institutional buyers at a price of ₹ 643 per equity shares (including a premium of ₹ 642 per equity share) aggregating to ₹ 6,000 million. The issue was made in accordance SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Expenses incurred in relation to QIP amounting ₹ 116.22 million (net of taxes) have been adjusted from Securities Premium Account. As per the placement document, QIP proceeds are to be utilised for Strategic investments, acquisition and inorganic growth. As on 30 June 2024, 100% of QIP's net proceeds were unutilised and were temporarily parked/ invested in deposits.
- 6 The Company's/Group's business activity falls within a single segment, which is providing innovative solutions to help clients in the hospitality and travel industry to achieve their business goals, in terms of Ind AS 108-Segment Reporting.
- 7 During the quarter ended 30 June 2024, 81,840 (for the quarter ended 31 March 2024, 50,891) Employee Stock Options ("options") have been exercised by the employees under the Employee Stock Option Scheme (ESOS) 2015, Employee Stock Option Scheme (ESOS) 2018 and Employee Stock Appreciation Rights (ESARs) 2022.

For and on behalf of Board of Directors of RateGain Travel Technologies Limited



Bhanu Chopra
Managing Director

Date: 12 August 2024
Place: Noida



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ANNEXURE B

Name and Address of the Firm	RMG & Associates, Company Secretaries 207 & 201, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005
Reason for Change	Appointment as Secretarial Auditors of the Company
Date of Appointment	August 12, 2024
Term of Appointment	F.Y. 2024-25
Brief Profile	RMG & ASSOCIATES is a peer reviewed firm of Company Secretaries, established in the year 2001, based at New Delhi, with a rich experience of around 23 (Twenty Three) years & the professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & R.B.I. Regulations/Approvals), Corporate Advisory (Incorporation of Companies, Infusing Foreign Equity, Government Approvals etc.), Regulatory Issues and such other Allied & Legal matters.



ANNEXURE C

<p>Name and Address of the Firm</p>	<p>Deloitte Haskins & Sells LLP, Chartered Accountants</p> <p>7th Floor, Building 10, Tower B DLF Cyber City Complex DLF City Phase - II Gurugram - 122 002 Haryana, India</p>
<p>Reason for Change</p>	<p>The Members of the Company had appointed Walker Chandio & Co LLP, (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company at the 7th AGM held on September 30, 2019 for a period of five years and the term of their appointment would get finished at the ensuing 12th Annual General Meeting (AGM) of the Company.</p> <p>In view of the same, Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No: 117366W/W-100018), ('Deloitte') has been recommended by the Board to be appointed as Statutory Auditors of the Company, subject to the approval of the Members of the Company at the ensuing AGM of the Company.</p>
<p>Date of Appointment & Term of Appointment</p>	<p>Deloitte will hold office as Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the ensuing 12th AGM till the conclusion of the 17th AGM of the Company, subject to the approval of the Members of the Company.</p>
<p>Brief Profile</p>	<p>Deloitte is one of the world's largest professional services firms and also one of the leading professional services firms in India, and has the adequate scale and capacity, to serve the Company audit requirements.</p>

ANNEXURE D

Name and Address of the Firm	Grant Thornton Bharat LLP Chartered Accountants Plot No. no. 19A, Film City Sector 16A, Noida Uttar Pradesh -201301
Reason for Change	The existing Internal Auditors, Deloitte Touche Tohmatsu India LLP, have moved out as their group entity is proposed to be appointed as Statutory Auditors of the Company.
Date of Appointment & Term of Appointment	August 12, 2024 for a period of three years i.e. F.Y. 2024-25 to 2026-27.
Brief Profile	Grant Thornton Bharat LLP is registered with the Institute of Chartered Accountants of India (Firm Registration No. AAA-7677) ('GT'). GT has substantial experience in Internal audit and controls review and advisory services of companies in Technology sector and consisting of large team over 1250 members, encompassing more than 900 CAs/ MBAs who possesses relevant skillset and expertise and works with 74% of Fortune Global 500 'Technology' companies.