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PLEASE FILL IN BLOCK LETTERS

**COMMON BID CUM APPLICATION FORM**

**RATEGAIN TRAVEL TECHNOLOGIES LIMITED - INITIAL PUBLIC OFFER - NR**  
Registered Office: M-140, Greater Kailash Part II, New Delhi 110 048, Delhi, India; Corporate Office: 4<sup>th</sup> and 5<sup>th</sup> Floor, Prius Global, Plot No. A-3,4,5, Sector 125, Noida 201 301, Uttar Pradesh, India;  
Contact Person: Sachin Verma, Company Secretary and Compliance Officer; Tel: +91 120 5057 000;  
E-mail: compliance@rategain.com; Website: www.rategain.com; Corporate Identity Number: U72900DL2012PLC244966

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FPIs, FVCI AND REGISTERED MULTI LATERAL AND BILATERAL DEVELOPMENT FINANCIAL INSTITUTIONS ETC. APPLYING ON A REPATRIATION BASIS

**RateGain®**  
To,  
The Board of Directors  
RATEGAIN TRAVEL TECHNOLOGIES LIMITED

**100% BOOK BUILT OFFER**  
**ISIN : INE0CL101024**  
**LEI No.: 335800SLVPD79CRGF875**

**Bid cum Application Form No.**

| MEMBERS OF THE SYNDICATE STAMP & CODE  |   | REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE  |   | 1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER  |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|--|---|--|---|---|---|---|---|---|--|---|---|---|-----------------|---|---|---|-----------|--|--|--|------------------------------|
|  |   |  |   | Mr./Ms./M/s. _____  |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   |  |   | Address _____   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| SUB-BROKER'S / SUB-AGENT'S STAMP & CODE  |   | SCSB BRANCH STAMP & CODE   |   | Email _____   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   |  |   | Tel. No. (with STD code) / Mobile _____   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| BANK BRANCH SERIAL NO.   |   | SCSB SERIAL NO.  |   | 2. PAN OF SOLE / FIRST BIDDER   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| 3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| 4. BID OPTIONS (ONLY RETAIL INDIVIDUAL INVESTORS CAN BID AT "CUT-OFF")   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| Bid Options  | No. of Equity Shares Bid (In Figures)<br>(Bids must be in multiples of Bid Lot as advertised) |  |   |   |   |   |   |   | Price per Equity Share (₹) / "Cut-off"<br>(Price in multiples of ₹ 1 only) (In Figures only) |   |   |   |                 |   |   |   |           |  |  |  | "Cut-off"<br>(Please ✓ tick) |
|  |   |  |   |   |   |   |   |   | Bid Price  |   |   |   | Retail Discount |   |   |   | Net Price |  |  |  |                              |
|  | 8   | 7  | 6 | 5   | 4 | 3 | 2 | 1 | 3  | 2 | 1 | 3 | 2               | 1 | 3 | 2 | 1         |  |  |  |                              |
| Option 1   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| (OR) Option 2  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| (OR) Option 3  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| <input type="checkbox"/> Retail Individual Bidder  |   | <input type="checkbox"/> Non-Resident Indian(s)<br>(Repatriation basis) - NRI                    |   | <input type="checkbox"/> Registered Bilateral and Multilateral Development Financial Institutions - RBM |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| <input type="checkbox"/> Non-Institutional Bidder  |   | <input type="checkbox"/> Foreign Venture Capital Investor - FVCI                                 |   | <input type="checkbox"/> Foreign Portfolio Investor - FPI   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| <input type="checkbox"/> QIB   |   | <input type="checkbox"/> All entities other than QIBs,<br>Bodies Corporate and Individuals - NOH |   | <input type="checkbox"/> Other QIBs - OTH   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| 7. PAYMENT DETAILS [IN CAPITAL LETTERS]  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| Amount blocked (₹ in figures) _____ (₹ in words) _____   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| ASBA _____   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| Bank A/c No. _____   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| Bank Name & Branch _____   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| OR   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| UPI ID (Maximum 45 characters) _____   |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS COMMON BID CUM APPLICATION FORM, THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN OVERLEAF. IF I/WE HAVE APPLIED FOR 1% OR MORE BUT LESS THAN 5% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY, THEN I/WE HEREBY CONFIRM AND CERTIFY THAT I/WE ARE SATISFYING THE "FIT AND PROPER" CRITERIA AS SET BY THE COMPANY AND AS SET OUT IN THE SECTION "OFFER PROCEDURE" ON PAGE 574 OF THE RHP. |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| 8A. SIGNATURE OF SOLE / FIRST BIDDER   |   | 8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S)<br>(AS PER BANK RECORDS)                            |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| Date : _____, 2021   |   | I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.    |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   | 1) _____   |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   | 2) _____   |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
|  |   | 3) _____   |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |
| MEMBERS OF THE SYNDICATE / SUB-SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA / AGENT STAMP (Acknowledging upload of Bid in Stock Exchange system)  |   |  |   |   |   |   |   |   |  |   |   |   |                 |   |   |   |           |  |  |  |                              |

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**INITIAL PUBLIC OFFER - NR**

**Acknowledgement Slip for Members of the Syndicate / Sub-Syndicate Member / Registered Broker / SCSB / CDP / RTA / Agent**

**Bid cum Application Form No.**

**PAN of Sole / First Bidder**

|                                  |  |  |  |  |  |  |  |  |  |                          |  |  |  |  |  |  |  |  |  |                                  |  |  |  |  |  |  |  |  |  |
|----------------------------------|--|--|--|--|--|--|--|--|--|--------------------------|--|--|--|--|--|--|--|--|--|----------------------------------|--|--|--|--|--|--|--|--|--|
| DPID / CLID                      |  |  |  |  |  |  |  |  |  |                          |  |  |  |  |  |  |  |  |  |                                  |  |  |  |  |  |  |  |  |  |
| Amount blocked (₹ in figures)    |  |  |  |  |  |  |  |  |  | ASBA Bank A/c No./UPI ID |  |  |  |  |  |  |  |  |  | Stamp & Signature of SCSB Branch |  |  |  |  |  |  |  |  |  |
| Bank Name & Branch               |  |  |  |  |  |  |  |  |  |                          |  |  |  |  |  |  |  |  |  |                                  |  |  |  |  |  |  |  |  |  |
| Received from Mr./Ms./M/s. _____ |  |  |  |  |  |  |  |  |  |                          |  |  |  |  |  |  |  |  |  |                                  |  |  |  |  |  |  |  |  |  |
| Telephone / Mobile               |  |  |  |  |  |  |  |  |  | Email                    |  |  |  |  |  |  |  |  |  |                                  |  |  |  |  |  |  |  |  |  |

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**Acknowledgement Slip for Bidder**

**Bid cum Application Form No.**

|                                |          |          |          |   |  |
|--------------------------------|----------|----------|----------|---|--|
|                                | Option 1 | Option 2 | Option 3 | Stamp & Signature of Members of the Syndicate / Sub-Syndicate Member / Registered Broker / SCSB / CDP / RTA / Agent | Name of Sole / First Bidder  |
| No. of Equity Shares           |          |          |          |   |  |
| Bid Price                      |          |          |          |   |  |
| Amount Blocked (₹ in figures)  |          |          |          |   |  |
| ASBA Bank A/c No./UPI ID _____ |          |          |          |   | Important Note : Application made using third party UPI ID or ASBA Bank A/c are liable to be rejected. |
| Bank Name & Branch _____       |          |          |          |   |  |

**RATEGAIN TRAVEL TECHNOLOGIES LIMITED**

**1**

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS  
DATED NOVEMBER 28, 2021, (THE "RHP"). YOU ARE ENCOURAGED TO READ GREATER DETAILS AVAILABLE IN THE RHP.**

**BIDDER'S UNDERTAKING AND CONFIRMATION FOR BID CUM APPLICATION FORM**

(IN CASE OF A JOINT BID APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. On the basis of RHP dated November 28, 2021, filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") (if I am/we are in India) or the preliminary international wrap dated November 28, 2021, together with the RHP (the "Preliminary Offering Memorandum") (if I am/we are outside India), General Information Document for Investing in Public Offers ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer up to my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked in the ASBA Account with the relevant SCSBs or the bank account linked with the UPI ID (in case of Retail Individual Bidders ("RIBs") using UPI Mechanism) as mentioned in the Bid cum Application Form, as the case may be. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the RHP (if I am/we are in India), Preliminary Offering Memorandum (if I am/we are outside India), Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the Depository records and to place my/our name on the register of members of the Company. I/We acknowledge that in case of QIB Bidders, only (i) the SCSBs (for Bids other than the Bids by Anchor Investors) (ii) Selling Shareholders and (iii) the Book Running Lead Managers ("BRLMs") (the "Lead Managers") and their affiliated Syndicate Members (only in the Specified Locations) have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and RIBs based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the RoC without intimation to me/us and use this Bid cum Application Form as the application form for the purpose of this Offer. I/We confirm that I/we have read the RHP (if I am/we are in India) or the Preliminary Offering Memorandum (if I am/we are outside India). The investment decision cannot be based solely on the RHP/Preliminary Offering Memorandum and should be based on independent verification and external advice.

**I/WE CONFIRM THAT:** I/We and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares confirm that I am/we are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares. I/We and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares confirm that (A) I/we have received a copy of the Preliminary Offering Memorandum and that my/our investment decision is based solely on the Preliminary Offering Memorandum; (B) I/we understand that the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction and hereby represent and warrant that my/our Bid is in compliance with the laws applicable to me/us and that the sale and delivery of any Equity Shares to me/us will be in compliance with all applicable laws; and (C) I am/we are not an affiliate of the Company or a person acting on behalf of such affiliate. I/We and any person we represent or the accounts on whose behalf we are purchasing the Equity Shares confirm that I/we (A) am/are either (i) in the United States and a "qualified institutional buyer" (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the "Securities Act") ("Rule 144A"), and am/are purchasing the Equity Shares in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and have read and agree to the representations, warranties and agreements contained in the section "Transfer Restrictions" of the Preliminary Offering Memorandum; or (ii) outside the United States within the meaning of Regulation S under the Securities Act and am/are purchasing the Equity Shares in an "offshore transaction" as defined in Regulation S and pursuant to the applicable laws of the jurisdictions where those offers and sales are made, and have read and agree to the representations, warranties and agreements contained in the sections "Transfer Restrictions" and "Distribution and Solicitation Restrictions" of the Preliminary Offering Memorandum; (B) understand that the Equity Shares are being offered in a transaction not involving any public offering in the United States; and (C) understand that the Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

**FOR QIB BIDDERS:** I/We confirm that the Bid size/maximum Equity Shares applied for by me/us do not exceed the relevant regulatory approvals/limits. I am/We are not prohibited from accessing capital markets under any order/ruling/judgment of any regulatory, judicial or any other authority, including Securities and Exchange Board of India ("SEBI") or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and as disclosed in the RHP, I/we authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or the RTAs (at the Designated RTA Locations) or the CDPs (at Designated CDP Locations), as the case may be, to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking, unblocking of funds in the bank account of the applicant maintained with the SCSB as specified in the Bid cum Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Bid cum Application Form, as the case may be, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer or the Sponsor Bank, as the case may be, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB/Registrar to the Offer shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs (at Designated SCSBs Branches) or CDPs (at Designated CDP locations) or the RTAs (at Designated RTA locations), as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band. I/We hereby provide my/our consent to the Stock Exchanges / Sponsor Banks / NPCI / Registrar to the Offer for collecting, storing and usage validating my/our PAN details from the bank account where my/our amount is blocked by the relevant SCSBs.

I/We acknowledge that as per existing policy of the Government of India, OCBs cannot participate in the Offer. I am/We are not an OCB. For further details, see "Offer Procedure" and "Restrictions on Foreign Ownership of Indian Securities" beginning on pages 574 and 591 respectively of the RHP.

**INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM**

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an "indication to make an Offer" during the Bid Offer period by a Bidder and not "an Offer".
- The First Bidder, should mention his/her PAN allotted under the Income Tax Act, 1961, DP ID, Client ID and UPI ID (as applicable). Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by persons residing in the state of Sikkim and any other category of Bidders or in the case of Bid in joint names, the First Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act, 1961. Any Bid cum Application Form without the PAN is liable to be rejected other than as specified above. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated Feb 13, 2020 and press release dated June 25, 2021.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar to the Offer will obtain Demographic Details registered with Depository Participants to be used, among other things, for Allotment, technical rejections or unblocking ASBA Account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the Depository Participant to ensure accuracy of records. Please note that failure to do so could result in failure in Allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders' sole risk and neither the Members of the Syndicate nor the Registered Brokers nor the Registrar to the Offer or RTAs/CDPs or the SCSBs nor the Company nor the Selling Shareholders shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The face value of Equity Shares is ₹ 1/- each. The Price Band and the minimum Bid Lot have been decided by the Company and the Selling Shareholders in consultation with the Lead Managers and will be advertised all editions of Financial Express (a widely circulated English national daily newspaper) and in all editions of Jansatta (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our Registered Office is located), at least two (2) Working Days prior to the Bid Offer Opening Date along with the relevant financial ratios calculated at the Floor Price and at the Cap Price will be made available to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges" for the purpose of uploading on their respective websites in accordance with SEBI ICDR Regulations. In case of any revision to the Price Band, the Bid Offer Period will be extended, by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid Offer Period not exceeding ten (10) Working Days. In case of a force majeure, banking strike or similar circumstances, the Company and the Selling Shareholders may, in consultation with the Lead Managers, may for reasons to be recorded in writing extend the Bid Offer Period for minimum three (3) working days subject to the Bid Offer Period not exceeding ten (10) working days. Any revision in the Price Band and the revised Bid Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the changes on the respective websites of the Lead Managers and on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.
- Maximum and Minimum Bid Size:** In case of RIBs, such number of Equity Shares in multiples of the minimum Bid Lot such that the Bid Amount does not exceed ₹ 200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares in multiples of the minimum Bid Lot such that Bid Amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws and mentioned in the RHP or Preliminary Offering Memorandum, as applicable.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** Eligible NRI bidding on a non-repatriation basis by using the Resident Bid cum Application Form are required to authorise their SCSB to confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism), block their Non-Resident Ordinary (NRO) Accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. All Bidders including the Eligible NRIs Bidding on a non-repatriation basis can obtain the Bid cum Application Form from the Registered and Corporate Office of the Company or from the Syndicate Members or CDPs or RTAs or Registered Brokers from the Bidding Centres. In accordance with applicable law and UPI Circulars, Bidders to please ensure that SCSB where the ASBA Account is maintained has notified at least one branch in the location where Bid cum Application Forms will be deposited by Designated Intermediaries.
- Please note that application made using third party UPI ID or third party ASBA Bank A/c. are liable to be rejected.
  - QIBs and Non-Institutional Investors cannot use UPI Mechanism to apply.
  - For RIBs applying using UPI.**
    - Please ensure that your bank is offering UPI facility for public offers.
    - Please mention UPI ID clearly in CAPITAL LETTERS only.
    - Ensure that the (a) bank where the bank account linked to their UPI ID is maintained; and (b) Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intlmd=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intlmd=43) respectively, as updated from time to time.
    - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
    - UPI ID cannot exceed 45 characters.
    - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
    - RIBs Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN.

For further details, see "Offer Procedure" beginning on page 574 of the RHP.

10. Only the First Bidder is required to sign the Bid cum Application Form/Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Necessary revisions in the Bidders' undertaking and instructions will be required depending upon the jurisdiction in which the sale of shares is proposed.

11. **Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms; and c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.

12. The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

13. The Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A and referred to in the Red Herring Prospectus as "U.S. QIBs" (for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as "QIBs")) in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S and pursuant to the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering in the United States.

14. This Common Bid cum Application Form is being Offered to you on basis that you (i) confirm that the representations, warranties, agreements and acknowledgment set out in "Other Regulatory and Statutory Disclosures" and "Offer Procedure" on pages 550 and 574 respectively of the RHP and (ii) agree to abide by (1) this Common Bid cum Application Form and (2) the RHP together with the terms and conditions contained therein.

You may be sent the RHP (if you are in India) or the Preliminary Offering Memorandum and the final offering memorandum to be issued by the Company (if you are outside India) either in physical form or electronic form or both. You shall not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompaniments in them.

**Note:** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is also available on the respective websites of the Lead Managers and the Stock Exchanges.

TEAR HERE

- In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer.
- In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.
- In case of queries related to upload of Bids submitted to the relevant member of the Syndicate / RTAs / Registered Brokers / CDPs, as applicable, the Bidders should contact the relevant Designated Intermediary.
- For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail Id- uipi@npci.org.in; HDFC Bank Limited at Tel: +91 22 3075 2927/28/29/34 and E-mail: Siddharth.Jadhav@hdfcbank.com, prasanna.uehl@hdfcbank.com and neerav.desai@hdfcbank.com and the Registrar to the Offer at +91 40 6716 2222 and E-mail: rategain.ip@kfintech.com

**COMPANY CONTACT DETAILS**

**RATEGAIN TRAVEL TECHNOLOGIES LIMITED**  
**Registered Office:** M-140, Greater Kailash Part II, New Delhi 110 048, Delhi, India;  
**Corporate Office:** 4<sup>th</sup> and 5<sup>th</sup> Floor, Prius Global, Plot No. A-3/4, Sector 125, Noida 201 301, Uttar Pradesh, India;  
**Contact Person:** Sachin Verma, Company Secretary and Compliance Officer;  
**Tel:** +91 120 5057 000;  
**E-mail:** compliance@rategain.com; **Website:** www.rategain.com;  
**Corporate Identity Number:** U72900DL2012PLC244966

**REGISTRAR TO THE OFFER CONTACT DETAILS**

**KFin Technologies Private Limited\***  
Selenium, Tower B, Plot No – 31 and 32  
Financial District, Nanakramguda, Serilingampally  
Hyderabad, Rangareedi 500 032 Telangana, India  
**Tel:** + 91 40 6716 2222; **E-mail:** rategain.ip@kfintech.com  
**Investor Grievance E-mail:** einward.ris@kfintech.com  
**Contact Person:** M Murali Krishna  
**Website:** www.kfintech.com  
**SEBI Registration No:** INR000000221  
\*Formerly known as Karvy Fintech Private Limited

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS**

This is an abridged prospectus containing salient features of the red herring prospectus dated November 28, 2021, (the “RHP”). You are encouraged to read greater details available in the RHP. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

**THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONGWITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Please ensure that you have read the RHP, this Abridged Prospectus and the general information document (“GID”) for investing in public offers undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges (as defined below), Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Bankers to the Offer, or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of the Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges where the Equity Shares (as defined below) are proposed to be listed, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and together with BSE, the “Stock Exchanges” at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the BRLMs at [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com), [www.iifcap.com](http://www.iifcap.com) and [www.nomuraholdings.com/company/group/asia/india/index.html](http://www.nomuraholdings.com/company/group/asia/india/index.html). This Abridged Prospectus may only be accessed by investors outside of India that have read the Preliminary Offering Memorandum of the Company dated November 28, 2021, a copy of which is available to eligible investors from the BRLMs.

# RateGain®

## RATEGAIN TRAVEL TECHNOLOGIES LIMITED

Our Company was originally incorporated in New Delhi as ‘Ridaan Real Estate Private Limited’ as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 16, 2012, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (“RoC”). Pursuant to a scheme of arrangement and demerger approved by the High Court of Delhi on November 25, 2014 (“Scheme of Arrangement and Demerger”), our Company acquired the business of providing web-based solution to hospitality and travel sector of RateGain IT Solutions Private Limited. Subsequently, the name of our Company was changed to ‘RateGain Travel Technologies Private Limited’ and a fresh certificate of incorporation dated February 25, 2015 was issued by the RoC. Thereafter, our Company was converted into a public limited company pursuant to a shareholders’ resolution dated July 15, 2021 and consequently, the name of our Company was changed to ‘RateGain Travel Technologies Limited’ and a fresh certificate of incorporation dated July 27, 2021 was issued by the RoC. For further details of changes in the name of our Company, see “History and Certain Corporate Matters” on page 193 of the RHP.

**Corporate Identity Number:** U72900DL2012PLC244966;

**Registered Office:** M-140, Greater Kailash Part II, New Delhi 110 048, Delhi, India; **Corporate Office:** 4<sup>th</sup> and 5<sup>th</sup> Floor, Prius Global, Plot No. A-3,4,5, Sector 125, Noida 201 301, Uttar Pradesh, India;

**Contact Person:** Sachin Verma, Company Secretary and Compliance Officer; **Tel:** +91 120 5057 000; **E-mail:** [compliance@rategain.com](mailto:compliance@rategain.com); **Website:** [www.rategain.com](http://www.rategain.com)

### PROMOTERS OF OUR COMPANY: BHANU CHOPRA AND MEGHA CHOPRA

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH (“EQUITY SHARES”) OF RATEGAIN TRAVEL TECHNOLOGIES LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹ [●] MILLION, COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,750.00 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 22,605,530 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (“OFFER FOR SALE”, AND TOGETHER WITH THE FRESH ISSUE, “OFFER”), COMPRISING UP TO 17,114,490 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY WAGNER LIMITED (“WAGNER” OR “INVESTOR SELLING SHAREHOLDER”); UP TO 4,043,950 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY BHANU CHOPRA AND UP TO 1,294,760 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MEGHA CHOPRA (TOGETHER, “PROMOTER SELLING SHAREHOLDERS”); AND UP TO 152,330 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY USHA CHOPRA (“OTHER SELLING SHAREHOLDER” AND TOGETHER WITH INVESTOR SELLING SHAREHOLDER AND PROMOTER SELLING SHAREHOLDERS, “SELLING SHAREHOLDERS”, AND SUCH EQUITY SHARES, “OFFERED SHARES”).**

**THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ 50.00 MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (“EMPLOYEE RESERVATION PORTION”). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS “NET OFFER”. THE OFFER AND NET OFFER SHALL CONSTITUTE [●] % AND [●] %, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.**

**THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”, AND TOGETHER WITH BSE, “STOCK EXCHANGES”) FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.**

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). The Offer is being made through the Book Building Process in compliance with Regulation 6(2) of SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, “QIB Portion”), provided that our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”), of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (“Anchor Investor Allocation Price”). Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) (“Net QIB Portion”) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RILs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “Offer Procedure” on page 574 of the RHP.

### PROCEDURE

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the BRLMs or download it from the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) or from the websites of the BRLMs at [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com), [www.iifcap.com](http://www.iifcap.com) and [www.nomuraholdings.com/company/group/asia/india/index.html](http://www.nomuraholdings.com/company/group/asia/india/index.html).

### ELIGIBILITY FOR THE OFFER

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, read with Regulation 31 of the SEBI ICDR Regulations, as amended, through the Book Building Process and in compliance with Regulation 6(2) of the SEBI ICDR Regulations.

Whether the Company is compulsorily required to allot at least 75% of the net Offer to Qualified Institutional Buyers – Yes

### INDICATIVE TIMELINE

|  |  |  |  |
|--|--|--|--|
| <b>BID/OFFER OPENS ON<sup>(1)</sup></b>                                      | Tuesday, December 7, 2021              | <b>Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account</b> | On or about Wednesday, December 15, 2021 |
| <b>BID/OFFER CLOSES ON<sup>(2)</sup></b>                                     | Thursday, December 9, 2021             | <b>Credit of Equity Shares to Depository accounts of Allottees</b>                                 | On or about Thursday, December 16, 2021  |
| <b>Finalisation of Basis of Allotment with the Designated Stock Exchange</b> | On or about Tuesday, December 14, 2021 | <b>Commencement of trading of the Equity Shares on the Stock Exchanges</b>                         | On or about Friday, December 17, 2021    |

<sup>(1)</sup> Our Company and the Selling Shareholders shall, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., December 6, 2021, one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> UPI mandate end time and date shall be at 12:00 pm on Friday, December 10, 2021.



**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 27 of the RHP.

**PRICE INFORMATION OF BRLMS**

| Sr. No. | Issue name                                | Name of the Lead Manager | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar day from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar day from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar day from listing |
|---------|---|--------------------------|--|--|---|
| 1       | PB Fintech Limited                        | Kotak, IIFL              | Not applicable   | Not applicable   | Not applicable  |
| 2       | FSN E-commerce Ventures Limited           | Kotak                    | Not applicable   | Not applicable   | Not applicable  |
| 3       | Sapphire Foods India Limited              | IIFL                     | Not applicable   | Not applicable   | Not applicable  |
| 4       | Fino Payments Bank                        | Nomura                   | Not applicable   | Not applicable   | Not applicable  |
| 5       | SJS Enterprises Ltd.                      | IIFL                     | Not applicable   | Not applicable   | Not applicable  |
| 6       | Aditya Birla Sun Life AMC Limited         | Kotak, IIFL              | -11.36%, [+0.55%]  | Not applicable   | Not applicable  |
| 7       | Sansera Engineering Limited               | IIFL, Nomura             | +0.35%, [+1.47%]   | Not applicable   | Not applicable  |
| 8       | Vijaya Diagnostic Centre Limited          | Kotak                    | +5.41%, [+4.50%]   | Not applicable   | Not applicable  |
| 9       | Aptus Value Housing Finance India Limited | Kotak                    | -2.82%, [+5.55%]   | -0.82%, [+6.86%]   | Not applicable  |
| 10      | Chemplast Sanmar Limited                  | IIFL                     | +2.06%, [+5.55%]   | +12.94%, [+6.86%]  | Not applicable  |
| 11      | Cartrade Tech Limited                     | Kotak, Nomura            | -10.31%, [+6.90%]  | -32.68%, [+8.80%]  | Not applicable  |
| 12      | Devyani International Limited             | Kotak                    | +32.83%, [+4.93%]  | +63.06%, [+7.91%]  | Not applicable  |
| 13      | Sona BLW Precision Forgings Limited       | Nomura                   | +45.45%, [+0.47%]  | +94.54%, [+11.22%]   | Not applicable  |
| 14      | Nazara Technologies Limited               | Nomura                   | +62.57%, [+0.13%]  | +38.22, [+6.84%]   | +96.19%, [+20.26%]  |
| 15      | Krsnaa Diagnostics Limited                | IIFL                     | -9.42%, [+4.93%]   | -27.73%, [+9.30%]  | Not applicable  |
| 16      | Computer Age Management Services Limited  | Nomura                   | +5.43%, [+2.37%]   | +49.52%, [+23.04%]   | +43.80%, [+26.65%]  |
| 17      | Gland Pharma Limited                      | Nomura                   | +48.43%, [+7.01%]  | +57.27%, [+18.27%]   | +104.17%, [+17.49%]   |

Notes:

- Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Book Running Lead Manager with common issues disclosed once.
- For Kotak and IIFL, 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days and in the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.
- For Nomura, in case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.
- CNX Nifty is considered as the benchmark index except for Computer Age Management Services Limited where SENSEX is considered as benchmark index.
- Not applicable – where the relevant period has not been completed.

For further details, please refer to price information of past issues handled by the Book Running Lead Managers on page 558 of the RHP.

**BOOK RUNNING LEAD MANAGERS**

|   |  |  |
|---|--|--|
| <b>Kotak Mahindra Capital Company Limited</b><br><b>Tel:</b> +91 22 4336 0000<br><b>E-mail:</b> rategain.ipo@kotak.com<br><b>Investor Grievance E-mail:</b> kmccredressal@kotak.com | <b>IIFL Securities Limited</b><br><b>Tel:</b> +91 22 4646 4600<br><b>E-mail:</b> rategain.ipo@iiflcap.com<br><b>Investor grievance E-mail:</b> ig.ib@iiflcap.com | <b>Nomura Financial Advisory and Securities (India) Private Limited</b><br><b>Tel:</b> +91 22 4037 4037<br><b>E-mail:</b> rategainipo@nomura.com<br><b>Investor grievance E-mail:</b> investorgrievances-in@nomura.com |
|---|--|--|

|   |   |
|---|---|
| <b>Name of Syndicate Member</b>   | Kotak Securities Limited  |
| <b>Registrar to the Offer</b>   | KFin Technologies Private Limited <sup>#</sup> ; <b>Tel:</b> + 91 40 6716 2222; <b>E-mail:</b> rategain.ipo@kfintech.com<br><b>Investor Grievance E-mail:</b> einward.ris@kfintech.com. <sup>#Formerly known as Karvy Fintech Private Limited</sup> |
| <b>Joint Statutory Auditors</b>   | Walker Chandio & Co LLP, Chartered Accountants  |
| <b>Name of Credit Rating Agency and grading obtained, Debenture Trustee</b> | Not Applicable  |

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

|  |   |
|--|---|
| <b>Self-Certified Syndicate Banks</b>  | The list of SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RII using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , and at such other websites as may be prescribed by SEBI from time to time.   |
| <b>SCSBs and mobile applications enabled for UPI mechanism</b>   | Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.  |
| <b>Registered Brokers</b>  | Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <a href="https://www.bseindia.com/">https://www.bseindia.com/</a> and <a href="https://www.nseindia.com/">https://www.nseindia.com/</a> , as updated from time to time.  |
| <b>Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:</b> | In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> and at the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . The list comprising the details of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. |

## PROMOTERS OF OUR COMPANY

**Bhanu Chopra and Megha Chopra are the Promoters of our Company.**

**Bhanu Chopra :** He is the Chairman and Managing Director of our Company. He is also one of the Promoters of our Company and has been a member on our Board since incorporation. He is an entrepreneur with experience of over 15 years and has been actively involved in the day-to-day running of our Company since incorporation. He holds a bachelor's degree of science in business from Indiana University, after which he began his career with Deloitte in 1998.

**Megha Chopra :** She is an Executive Director of our Company. She is also one of the Promoters of our Company and has been a member on our Board since incorporation. She is an entrepreneur with more than eight years of experience in our Company and has been actively involved in the day-to-day running of our Company. She holds a post graduate diploma in family business management from Narsee Monjee Institute of Management Studies, Mumbai. Prior to her directorship in our Company she was associated with HCL Infosystems Limited.

For details in respect of the Promoter, see "Our Promoter and Promoter Group" beginning on page 217 of the RHP.

## OUR BUSINESS OVERVIEW AND STRATEGY

**Overview :** We are among the leading distribution technology companies globally and are the largest Software as a Service ("SaaS") company in the hospitality and travel industry in India. We offer travel and hospitality solutions across a wide spectrum of verticals including hotels, airlines, online travel agents ("OTAs"), meta-search companies, vacation rentals, package providers, car rentals, rail, travel management companies, cruises and ferries. We are one of the largest aggregators of data points in the world for the hospitality and travel industry. (Source: Phocuswright Report)

**Strengths :** 1) Marquee global customers with long-term relationships; 2) Innovative AI driven industry relevant SaaS solutions; 3) Diverse and comprehensive portfolio of revenue maximization and business critical solutions; 4) Strong financial performance with track record of successful acceleration post acquisitions; 5) Global and diverse management team with relevant technology and domain expertise and focus on employee welfare.

**Strategies :** 1) Continue to scale DaaS and Distribution offerings through cross-sell and geographical expansion in existing and adjacent verticals; 2) Focus on MarTech solutions for the hospitality and travel sector; 3) Continue to leverage unique data assets to create new AI product offerings; 4) Pursue strategic investment and acquisition opportunities.

## BOARD OF DIRECTORS

| Sr. No. | Name         | Designation                    | Experience including current/past position held in other firms  |
|---------|--------------|--------------------------------|---|
| 1       | Bhanu Chopra | Chairman and Managing Director | He is also one of the Promoters of our Company and has been a member on our Board since incorporation. He is an entrepreneur with experience of over 15 years and has been actively involved in the day-to-day running of our Company             |
| 2       | Megha Chopra | Executive Director             | She is an entrepreneur with more than eight years of experience in our Company and has been actively involved in the day-to-day running of our Company. Prior to her directorship in our Company she was associated with HCL Infosystems Limited. |

| Sr. No. | Name                 | Designation                    | Experience including current/past position held in other firms  |
|---------|----------------------|--------------------------------|---|
| 3       | Nishant Kanuru Rao   | Non-Executive Nominee Director | He is a venture capitalist by profession. Currently, he is a partner at Avataar Venture Partners, which was founded by him in 2019. Previously, he has been associated with LinkedIn Corporation USA, Freshdesk Technologies Private Limited and Sirion Labs Private Limited. |
| 4       | Girish Paman Vanvari | Independent Director           | He has been associated with KPMG, India as the national head of tax. Currently, he is a partner at Transaction Square, which was founded by him in 2018.  |
| 5       | Aditi Gupta          | Independent Director           | She is a member of Institute of Company Secretaries of India and has an experience of over 10 years as a company secretary.   |
| 6       | EC Rajakumar Konduru | Independent Director           | He is a venture capitalist with an experience of over 13 years in equity investments. Previously, he has served as an officer of the Indian Revenue Services and as the regional director of SEBI.  |

For further details in relation to our Board of Directors, see “Our Management” beginning on Pages 201 of the RHP.

## OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 3,750.00 million by our Company and an Offer for Sale of up to 22,605,530 Equity Shares, aggregating up to ₹ [●] million, comprising up to 17,114,490 Equity Shares by Wagner aggregating up to ₹ [●] million, up to 4,043,950 Equity Shares by Bhanu Chopra aggregating up to ₹ [●] million, up to 1,294,760 Equity Shares by Megha Chopra aggregating up to ₹ [●] million and up to 152,330 Equity Shares by Usha Chopra aggregating up to ₹ [●] million. For further details, please see “Objects of the Offer” on page 106 of the RHP.

### Proposed schedule of Implementation and Utilisation of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in million)

| S. No | Particulars  | Total estimated amount/expenditure | Amount to be deployed from the Net Proceeds in Fiscal 2022 | Amount to be deployed from the Net Proceeds in Fiscal 2023 |
|-------|--|------------------------------------|--|--|
| 1     | Repayment/prepayment of indebtedness availed by RateGain UK, one of our Subsidiaries, from Silicon Valley Bank | 852.61                             | 852.61   | -  |
| 2     | Payment of deferred consideration for acquisition of DHISCO  | 252.00                             | 252.00   | -  |
| 3     | Strategic investments, acquisitions and inorganic growth   | 800.00                             | -  | 800.00   |
| 4     | Investment in technology innovation, artificial intelligence and other organic growth initiatives              | 500.00                             | -  | 500.00   |
| 5     | Purchase of certain capital equipment for our Data Center  | 407.73                             | 407.73   | -  |
| 6     | General corporate purposes*  | [●]                                | [●]  | [●]  |
|       | <b>Total Net Proceeds</b>  | <b>[●]</b>                         | <b>[●]</b>   | <b>[●]</b>   |

\*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue.

### Means of Finance

The entire fund requirements set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years:** Not Applicable

**Terms of Issuance of Convertible Security, if any:** Not Applicable

**Name of Monitoring Agency:** HDFC Bank Limited

**Shareholding Pattern as on the date of the RHP:**

| Category of shareholder     | Number of Shares held | Shareholding as a % of total pre-Offer paid up Equity Share capital |
|-----------------------------|-----------------------|---|
| Promoter and Promoter Group | 65,892,480            | 67.29%  |
| Public                      | 32,029,880            | 32.71%  |
| <b>Total</b>                | <b>97,922,360</b>     | <b>100%</b>   |

**Number of Equity Shares proposed to be sold by the Selling Shareholders:**

| Name of the Selling Shareholder | Equity Shares proposed to be sold by the Selling Shareholders |
|---------------------------------|---|
| Bhanu Chopra                    | 4,043,950   |
| Megha Chopra                    | 1,294,760   |
| Usha Chopra                     | 152,330   |
| Wagner                          | 17,114,490  |

**RESTATED FINANCIAL STATEMENTS**

**Summary of Restated Consolidated Financial Information:**

*(In ₹ million, except per share data)*

| Particulars  | As at and for the five months period ended August 31, 2021 | As at and for the five months period ended August 31, 2020 | As at and for the Fiscal ended March 31, 2021 | As at and for the Fiscal ended March 31, 2020 | As at and for the Fiscal ended March 31, 2019 |
|--|--|--|---|---|---|
| Revenue from operation                                   | 1,252.70   | 978.97   | 2,507.93                                      | 3,987.14                                      | 2,615.74                                      |
| Profit / (loss) before tax                               | (93.70)  | (61.44)  | (246.28)                                      | (177.62)                                      | 94.87   |
| Profit / (loss) for the period/year after tax            | (83.37)  | (78.56)  | (285.75)                                      | (201.04)                                      | 110.34  |
| Equity Share capital                                     | 78.61  | 6.55   | 6.55  | 6.55  | 6.55  |
| Other equity <sup>s</sup>                                | 2,363.40   | 1,890.94   | 2,442.66                                      | 1,370.69                                      | 1,425.74                                      |
| Net worth  | 2,442.01   | 1,897.49   | 2,449.21                                      | 1,377.24                                      | 1,432.29                                      |
| Earnings/(loss) per equity share (in ₹)                  |  |  |   |   |   |
| Basic (in ₹)   | (0.86) <sup>#</sup>  | (0.88) <sup>#</sup>  | (3.09)  | (2.27)  | 1.24  |
| Diluted (in ₹)   | (0.86) <sup>#</sup>  | (0.88) <sup>#</sup>  | (3.09)  | (2.27)  | 1.24  |
| Return on restated net worth (in %) (E=A/D) <sup>^</sup> | (3.41%)  | (4.14%)  | (11.67%)                                      | (14.60%)                                      | 7.70%   |
| Net asset value per equity share* (₹)                    | 25.33 <sup>#</sup>   | 21.33  | 26.49   | 15.52   | 16.14   |

<sup>#</sup> All the numbers as at and for the five months period ended August 31, 2021 and August 31, 2020 are not annualised.

<sup>\$</sup> Includes Instrument entirely equity in nature

<sup>\*</sup>Subsequent to March 31, 2021, our Company had sub-divided fully paid up equity share of face value of ₹ 10 each into 10 fully paid up equity shares of face value of ₹ 1 each pursuant to a shareholders' resolution dated July 28, 2021. Further, our Company has issued bonus shares in the ratio of 11 Equity Shares for every 1 equity share held in the Company to the existing Shareholders on August 5, 2021. Corresponding adjustment has been made to conversion ratio of Preference Shares and number of share options granted under the ESOP schemes. Impact of the same has been considered in the calculation of Net Asset Value.

For further details, see "Financial Information" on beginning on page 223 of the RHP.

**INTERNAL RISK FACTORS**

**Below mentioned risks are the top 5 risk factors as per the RHP. Please also refer to the section titled "Risk Factors" on page 27 of the RHP.**

- 1) The cost of acquisition of the Equity Shares by Avataar and Wagner, the Investor Selling Shareholder, pursuant to conversion of the Series A CCCPS and Series B CCCPS held by them may be below the Offer Price.
- 2) Substantially all of our revenues are derived from the worldwide hospitality and travel industry and factors that negatively impact that industry could have a material adverse effect on our business, prospects, financial condition and results of operations.
- 3) The COVID-19 pandemic has had a significant adverse effect on our business and operations, and its future impact on our business, operations and financial performance is uncertain.
- 4) We have issued Equity Shares during the preceding twelve months at a price which may be below the Offer Price.
- 5) Our business depends on our customers renewing their contracts and on us expanding our sales to existing customers. Any decline in our customer contract renewals or expansion or any impairment of our long-term relationships with our customers would adversely affect our business operations and financial performance.



**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

**A. Total number of outstanding litigations against the Company and amount involved:**

(in ₹ million, unless otherwise specified)

| Nature of cases                                      | No. of cases | Total amount involved |
|--|--------------|-----------------------|
| <b>Litigation Against our Company</b>                |              |                       |
| Material civil litigation proceedings                | Nil          | Nil                   |
| Criminal cases                                       | Nil          | Nil                   |
| Action taken by statutory and regulatory authorities | Nil          | Nil                   |
| Taxation cases                                       | 2            | 683.77                |

**B. Brief details of top five material outstanding litigations against the Company and amount involved:**

| Sr. no. | Particulars  | Litigation filed by                              | Case status  | Amount involved (in ₹ million) |
|---------|--|--|--|--------------------------------|
| 1       | Rategain IT Solutions Private Limited, whose IT undertaking was acquired by our Company, had received a demand cum show cause notice for ₹ 59.74 million from Commissioner of Service Tax, Audit -1, New Delhi for the assessment period 2010-11 to 2014-15, alleging non-payment of service tax by the Company on reverse charge mechanism on foreign payments made by them on account of services received by them from foreign service providers, pursuant to an audit conducted by the Service Tax Audit Department for the said period. | Commissioner of Service Tax, Audit -1, New Delhi | The matter is currently pending with CESTAT                    | 59.74                          |
| 2       | Our Company received a show cause notice for payment of Service Tax liability amounting to ₹ 624.03 million, along with penalty and interest, as applicable, from Director General of GST Intelligence alleging wrong classification of services provided by our Company.  | Director General of GST Intelligence             | The matter is currently pending in the High Court of New Delhi | 624.03                         |

**C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in the last five financial years including outstanding action, if any: Nil**

**D. Brief details of outstanding criminal proceedings against the Promoters:** As of the date of the RHP, there are no outstanding criminal proceedings against the Promoters.

For further details, please see “Outstanding Litigation and Material Developments” on page 543 of the RHP.

**ANY OTHER IMPORTANT INFORMATION AS PER THE BRLMs / COMPANY**

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being only offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in the Red Herring Prospectus as “QIBs”.

**DECLARATION BY THE COMPANY**

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.

**DECLARATION BY PROMOTERS AND OTHER SELLING SHAREHOLDERS**

We hereby confirm that all statements and undertakings specifically made or confirmed by us, respectively in the Red Herring Prospectus in relation to myself, as Selling Shareholder, and our respective portion of Offered Shares, are true and correct. We assume no responsibility for any other statements including statements made by or relating to the Company or any other person(s) in the Red Herring Prospectus.

**DECLARATION BY WAGNER LIMITED, AS AN INVESTOR SELLING SHAREHOLDER**

We, Wagner Limited, hereby confirm that all statements and undertakings specifically made or confirmed by us in the Red Herring Prospectus in relation to ourselves, as Investor Selling Shareholder and our respective portion of Offered Shares, are true and correct. We assume no responsibility for any other statements including statements made or relating to the Company or any other person(s) in the Red Herring Prospectus.



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## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)

### BIDDER'S UNDERTAKING FOR REVISION FORM

I/We (on behalf of joint Bidders, if any) confirm that the Acknowledgement Slip for my/our Bids is enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid Cum Application Form submitted earlier by me/us. I/We (on behalf of joint Bidders, if any) authorise you to reject this Bid Revision Form, in case any of the details of my/our existing Bids as appearing on the electronic book building system do not tally with the details given in this Bid Revision Form.

### INSTRUCTIONS FOR FILLING UP THE REVISION FORM

- Name of sole/First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The Bid means an "indication to make an Offer" and not "an Offer".
- Please ensure that the Bid options provided are in the same order as that provided in the Bid Cum Application Form submitted earlier.
- In case there is no change in the particular Bid option, please write "NO CHANGE". In case you want to cancel the Bid option, please write "CANCELLED".
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price. Total Bid Amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where the Bid cum Application Form is being submitted.
- Revision of Bids in case of Revision of Price Band:** In case of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price), with the SCSBs/ members of the Syndicate/Registered Brokers/RTA/CDPs to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, shall be adjusted downwards for the purpose of Allotment, such that no additional amount would be required to be blocked and the Bidder is deemed to have approved such revised Bid at Cut-off Price. In case of a downward revision in the Price Band, announced as above, RIBs who have bid at Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account after the Allotment is finalised.
- Only the First Bidder is required to sign the Bid Cum Application Form/Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applicants should specify only his/her ASBA bank account or UPI ID linked with his/her own bank account in case of sole Bidder and ASBA bank account or UPI ID linked with the bank account of First Bidder in case of joint Bidder, in the application form. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Signature of the ASBA Account holder is mandatory.
- Please note that application made using third party UPI ID or third party ASBA Bank A/c are liable to be rejected.
  - QIBs and Non-Institutional Investors cannot use UPI Mechanism to apply.
  - For RIBs applying using UPI.
    - Please ensure that your bank is offering UPI facility for public offers.
    - Please mention UPI ID clearly in CAPITAL LETTERS only.
    - Ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43>) respectively, as updated from time to time.
    - Eligible NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.
    - UPI ID cannot exceed 45 characters.
    - Please ensure that you are using your UPI ID only and not the UPI ID of any third party.
    - RIBs Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN.
  - For further details, see "Offer Procedure" beginning on page 574 of the RHP.
- Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable; b. Revision Form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Member of the Syndicate/ SCSBs/Registered Brokers/RTA/CDPs will not be liable for errors in data entry due to incomplete or illegible Revision Forms; c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to issue instruction to block the revised amount in excess of their original blocked amount based on the cap of the revised Price Band upon an upward revision of their Bid.
- Revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

### OFFER STRUCTURE

The Offer comprises of a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 3,750.00 million by our Company and an Offer for Sale of up to 22,605,530 Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholders. In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

| Particulars  | Eligible Employees <sup>(1)</sup>  | QIBs <sup>(2)</sup>  | Non-Institutional Investors  | Retail Individual Investors  |
|--|--|--|--|--|
| Number of Equity Shares available for Allotment/ allocation <sup>(3)</sup> | Up to [●] Equity Shares  | Not less than [●] Equity Shares  | Not more than [●] Equity Shares or Offerless allocation to QIBs and Retail Individual Investors  | Not more than [●] Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors   |
| Percentage of Offer Size available for Allotment or allocation             | The Employee Reservation Portion shall constitute up to [●]% of the Offer Size   | Not less than 75% of the Net Offer size shall be available for allocation to QIBs. 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs  | Not more than 15% of the Net Offer or the Net Offer less allocation to QIBs and Retail Individual Investors will be available for allocation   | Not more than 10% of the Net Offer or the Net Offer less allocation to QIBs and Non-Institutional Investors will be available for allocation   |
| Basis of Allotment if respective category is oversubscribed                | Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000, subject to total Allotment to an Eligible Employee not exceeding ₹ 500,000                             | Proportionate as follows (excluding the Anchor Investor Portion):<br>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>(b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above  | Proportionate  | Proportionate, subject to minimum Bid lot. Allotment to each Retail Individual Investor shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares shall be allocated on a proportionate basis. For details, see "Offer Procedure" on page 574 |
| Mode of Bidding  | Through ASBA process only (except Anchor Investors)  |  |  |  |
| Minimum Bid  | [●] Equity Shares and in multiples of [●] Equity Shares thereafter   | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000  | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000  | [●] Equity Shares and in multiples of [●] Equity Shares thereafter   |
| Maximum Bid  | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount by each Eligible Employee in this portion does not does not exceed ₹ 500,000   | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Net Offer size, subject to applicable limits  | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Net Offer size (excluding the QIB Portion), subject to applicable limits  | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000  |
| Mode of Allotment  | Compulsorily in dematerialised form  |  |  |  |
| Bid Lot  | [●] Equity Shares and in multiples of [●] Equity Shares thereafter   |  |  |  |
| Allotment Lot  | [●] Equity Shares and in multiples of one Equity Share thereafter  |  |  |  |
| Trading Lot  | One Equity Share   |  |  |  |
| Who can Apply <sup>(4)</sup>   | Eligible Employees   | Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs (registered with SEBI), multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million National Investment Fund set up by the GoI, reinsurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs. | Resident Indian individuals, Eligible NRIs, HUFS (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices which are re categorised as Category II FPIs and registered with SEBI. | Resident Indian individuals, HUFS (in the name of the karta) and Eligible NRIs   |
| Terms of Payment   | In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(5)</sup><br>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form |  |  |  |

Assuming full subscription in the Offer.

<sup>(1)</sup> Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

<sup>(2)</sup> Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the price at the Anchor Investor Allocation Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price.

<sup>(3)</sup> This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from other categories or a combination of categories.

<sup>(4)</sup> If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

<sup>(5)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the AN.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

**COMMON BID  
REVISION FORM**

**RATEGAIN TRAVEL TECHNOLOGIES LIMITED - INITIAL PUBLIC OFFER - NR**

Registered Office: M-140, Greater Kailash Part II, New Delhi 110 048, Delhi, India; Corporate Office: 4<sup>th</sup> and 5<sup>th</sup> Floor,  
Prius Global, Plot No. A-3, 4, 5, Sector 125, Noida 201 301, Uttar Pradesh, India;  
Contact Person: Sachin Verma, Company Secretary and Compliance Officer; Tel: +91 120 5057 000;  
E-mail: compliance@rategain.com; Website: www.rategain.com; Corporate Identity Number: U72900DL2012PLC244966

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FPIs,  
FVCIs AND REGISTERED MULTILATERAL AND BILATERAL  
DEVELOPMENT FINANCIAL INSTITUTIONS ETC.  
APPLYING ON A REPATRIATION BASIS

**RateGain®**

To,  
The Board of Directors  
RATEGAIN TRAVEL TECHNOLOGIES LIMITED

**100% BOOK BUILT OFFER**  
ISIN : INE0CL101024  
LEI No.: 335800SLVPD79CRGF875

**Bid cum  
Application  
Form No.**

|   |   |  |
|---|---|--|
| MEMBERS OF THE SYNDICATE STAMP & CODE   | REGISTERED BROKER / SCSB / CDP / RTA STAMP & CODE | <b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b><br>Mr. /Ms./M/s. _____<br>Address _____<br>_____<br>Email _____<br>Tel. No. (with STD code) / Mobile _____ |
| SUB-BROKER'S / SUB-AGENT'S STAMP & CODE   | SCSB BRANCH STAMP & CODE                          |  |
| BANK BRANCH SERIAL NO.  | SCSB SERIAL NO.                                   |  |
| <b>2. PAN OF SOLE / FIRST BIDDER</b><br>_____   |   |  |
| <b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL<br>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID |   |  |

**PLEASE CHANGE MY BID**

| 4. FROM (AS PER LAST BID OR REVISION)                                     |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
|---|--|---|---|---|---|---|---|---|---|-----------------|-----------|------------------------------|--|
| Bid Options   | No. of Equity Shares Bid<br>(Bids must be in multiples of Bid Lot as advertised) |   |   |   |   |   |   |   | Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) |                 |           |                              |  |
|   | (In Figures)   |   |   |   |   |   |   |   | (In Figures Only)   |                 |           |                              |  |
|   | 8  | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price   | Retail Discount | Net Price | "Cut-off"<br>(Please ✓ tick) |  |
| Option 1  |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| (OR) Option 2   |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| (OR) Option 3   |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| 5. TO (REVISED BID) (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF") |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| Bid Options   | No. of Equity Shares Bid<br>(Bids must be in multiples of Bid Lot as advertised) |   |   |   |   |   |   |   | Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) |                 |           |                              |  |
|   | (In Figures)   |   |   |   |   |   |   |   | (In Figures Only)   |                 |           |                              |  |
|   | 8  | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price   | Retail Discount | Net Price | "Cut-off"<br>(Please ✓ tick) |  |
| Option 1  |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| (OR) Option 2   |  |   |   |   |   |   |   |   |   |                 |           |                              |  |
| (OR) Option 3   |  |   |   |   |   |   |   |   |   |                 |           |                              |  |

| 6. PAYMENT DETAILS [IN CAPITAL LETTERS]  |       | PAYMENT OPTION : FULL PAYMENT <input checked="" type="checkbox"/> |
|--|-------|---|
| Additional Amount Blocked (₹ in figures) | _____ | (₹ in words) _____  |
| ASBA                                     | _____ |   |
| Bank A/c No.                             | _____ |   |
| Bank Name & Branch                       | _____ |   |
| OR                                       | _____ |   |
| UPI ID (Maximum 45 characters)           | _____ |   |

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM, THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN ALONG WITH THE BID CUM APPLICATION FORM. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

| 7A. SIGNATURE OF SOLE / FIRST BIDDER | 7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S)<br>(AS PER BANK RECORDS)                         | MEMBERS OF THE SYNDICATE / SUB - SYNDICATE<br>MEMBER / REGISTERED BROKER /<br>SCSB / CDP / RTA / AGENT STAMP<br>(Acknowledging upload of Bid in Stock Exchange system) |
|--------------------------------------|---|--|
| Date : _____, 2021                   | I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer. |  |
|                                      | 1) _____  |  |
|                                      | 2) _____  |  |
|                                      | 3) _____  |  |

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|  |   |  |   |
|--|---|--|---|
| <b>RateGain®</b>                         | <b>RATEGAIN TRAVEL TECHNOLOGIES LIMITED<br/>BID REVISION FORM -<br/>INITIAL PUBLIC OFFER - NR</b> | Acknowledgement Slip for Members<br>of the Syndicate / Sub-Syndicate<br>Member / Registered Broker / SCSB /<br>CDP / RTA / Agent | <b>Bid cum<br/>Application<br/>Form No.</b> |
| DPID / CLID                              | _____   | _____  | _____                                       |
| Additional Amount Blocked (₹ in figures) | ASBA Bank A/c No./UPI ID  | Stamp & Signature of SCSB Branch   |   |
| Bank Name & Branch                       |   |  |   |
| Received from Mr./Ms./M/s.               |   |  |   |
| Telephone / Mobile                       | Email   |  |   |

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|   |   |          |          |  |   |
|---|---|----------|----------|--|---|
| <b>RATEGAIN TRAVEL TECHNOLOGIES LIMITED<br/>BID REVISION FORM - INITIAL<br/>PUBLIC OFFER - NR</b> | Option 1  | Option 2 | Option 3 | Stamp & Signature of Members of the Syndicate / Sub-Syndicate<br>Member / Registered Broker / SCSB / CDP / RTA / Agent | <b>Name of Sole / First Bidder</b><br>_____<br>_____<br>_____ |
|   | No. of Equity Shares  |          |          |  |   |
|   | Bid Price   |          |          |  |   |
|   | Additional Amount Blocked (₹ in figures)                          |          |          |  |   |
| ASBA Bank A/c No. /UPI ID   | <b>Acknowledgement Slip for Bidder</b><br>_____<br>_____<br>_____ |          |          |  |   |
| Bank Name & Branch  | <b>Bid cum<br/>Application<br/>Form No.</b>                       |          |          |  |   |

Important Note : Application made using third party UPI ID or ASBA Bank A/c are liable to be rejected.

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