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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 Red Herring Prospectus dated November 28, 2021 ("RHP").

Registered Office: M-140, Greater Kailash Part II, New Delhi 110 048, Delhi, India; Corporate Office: 4th and 5th 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;

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.

QIB Portion: Not less than 75% of the Net Offer | Retail Portion: Not more than 10% of the Net Offer
Non-institutional Portion: Not More Than 15% Of The Net Offer
Employee Reservation Portion : [●] Equity Shares Aggregating Up To ₹ 50.00 Million

PRICE BAND: ₹405 TO ₹425 PER EQUITY SHARE OF FACE VALUE OF ₹ 1 EACH.
A DISCOUNT OF ₹ 40 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.
THE FLOOR PRICE IS 405 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 425 TIMES THE FACE VALUE OF THE EQUITY SHARES.
BIDS CAN BE MADE FOR A MINIMUM OF 35 EQUITY SHARES AND IN MULTIPLES OF 35 EQUITY SHARES THEREAFTER.

Risks to Investors

- The 3 BRLMs associated with the Offer have handled 46 public issues in the past 3 years, out of which 16 issues closed below the offer price on the listing date.
- The Price/Earnings ratio based on diluted EPS (consolidated) for Fiscal 2021 for our Company is not ascertainable as the EPS is negative.
- Weighted Average Return on Net Worth for Fiscals 2021, 2020, 2019 is (9.42)%.
- Average cost of acquisition of Equity Shares for Promoter Selling Shareholders namely Bhanu Chopra is ₹ 0.00157 per Equity Share and Megha Chopra is ₹ 0.00321 per Equity Share, Other Selling Shareholder namely Usha Chopra is ₹ 0.00127 per Equity Share and Investor Selling Shareholder namely Wagner Limited is ₹ 75.28 per Equity Share and Offer Price at upper end of the Price Band is ₹ 425 per Equity Share.
- Weighted Average Cost of Acquisition for Last 1 year and 3 years is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)	Upper end of the Price band (₹ 425) is 'X' times the weighted Average cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	106.53	3.99	Lowest - 6.94 per Equity share (Being exercise price for ESOP); Highest - 403.85
Last 3 years	106.53	3.99	Lowest - 6.94 per Equity share (Being exercise price for ESOP); Highest - 403.85

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 1 and the Offer Price is 405 times the face value at the lower end of the Price Band and 425 times the face value at the higher end of the Price Band.

Bidders should also refer to the sections titled **"Risk Factors"**, **"Our Business"** and **"Financial Information"** on pages 27, 161 and 223 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors : We believe the following business strengths allow us to successfully compete in the industry:

• Marquee global customers with long-term relationships; • Innovative AI driven industry relevant SaaS solutions; • Diverse and comprehensive portfolio of revenue maximization and business critical solutions; • Strong financial performance with track record of successful acceleration post acquisitions; and • Global and diverse management team with relevant technology and domain expertise and focus on employee welfare. For further details, see **"Our Business – Strengths"** on page 170 of the RHP.

Quantitative Factors : Information presented in this section is derived from the Restated Consolidated Financial Information. For details, see **"Financial Information"** on page 223 of the RHP. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings/Loss per share ("EPS")

Year/ Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2021	(3.09)	(3.09)	3
March 31, 2020	(2.27)	(2.27)	2
March 31, 2019	1.24	1.24	1
Weighted Average	(2.10)	(2.10)	
Five months ended August 31, 2021*	(0.86)	(0.86)	

* The EPS for the Five month ended August 2021 and 2020 is not annualised

Notes: 1) EPS has been calculated in accordance with the Indian Accounting Standard 33 - "Earnings per share". The face value of equity shares of the Company is ₹ 1.

2) 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 Basic and Diluted EPS/LPS.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹405 to ₹425 per Equity Share

As per Restated Consolidated Financial Statement of the Company:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Fiscal 2021	Not Applicable	Not Applicable
Based on diluted EPS for Fiscal 2021	Not Applicable	Not Applicable

Not Applicable since EPS is negative

Industry Peer Group P/E Ratio

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

3. Return on Net Worth ("RoNW")

As per Restated Consolidated Financial Information of the Company:

Year/ Period Ended	RoNW %	Weight
March 31, 2021	(11.67%)	3
March 31, 2020	(14.60%)	2
March 31, 2019	7.70%	1
Weighted Average	(9.42%)	
Five months ended August 31, 2021	(3.41%)	

Note: 1) RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by shareholders' funds for that year. Shareholders' funds = Share capital + reserves & surplus – revaluation reserves.

2) The average return on Net Worth for the five month period ended on August 31, 2021 is not annualised

4. Net Asset Value per Equity Share ("NAV") of ₹1 each

NAV	Restated Consolidated (₹)
As on August 31, 2021	25.33
As on March 31, 2021	26.49
After the Offer	
- At the Floor Price	57.76
- At the Cap Price	58.00
- At the Offer Price *	[●]

To be finalised upon announcement of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Net Asset Value per Equity Share represents net worth, as restated, divided by weighted average number of Equity Shares. Weighted average number of Equity Shares represents the shares used for computing Basic EPS/LPS.

5. Comparison with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

The Offer Price of ₹ [●] ([●] times the face value of the Equity Shares) has been determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand from investors for the Equity Shares through the Book Building Process. Our Company, the Selling Shareholders and the BRLMs believe that the Offer Price of ₹ [●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with **"Risk Factors"**, **"Our Business"**, **"Financial Information"** and **"Management's Discussion and Analysis Financial Conditions and Results of Operations"** on pages 27, 161, 223 and 499 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" on page 27 of the RHP and you may lose all or part of your investments.

FOR FURTHER DETAILS, SEE **"BASIS FOR OFFER PRICE"** BEGINNING ON PAGE 117 OF THE RHP.

BID/ OFFER SCHEDULE

BID/OFFER OPENS ON : TUESDAY, DECEMBER 7, 2021*

BID/OFFER CLOSES ON : THURSDAY, DECEMBER 9, 2021**

* 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.

**UPI mandate end time and date shall be at 12:00 pm on December 10, 2021.

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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 ("SEBIICDR 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 RIs 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.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. 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.

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of the Company, please see the section "**History and Certain Corporate Matters**" on page 193 of the RHP. The Memorandum of Association of the Company is a material document for inspection in relation to the Offer. For further details, please see the section entitled "**Material Contracts and Documents for Inspection**" on page 596 of the RHP.

Liability of the members of the Company: Limited by shares

Amount of share capital of the Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 150,000,000.00 comprising of ₹ 147,000,000.00 divided into 147,000,000 Equity Shares of face value of ₹ 1 each and ₹ 3,000,000.00 divided into 300,000 Preference Shares of face value of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 97,922,360.00 divided into 97,922,360 Equity Shares of face value of ₹ 1 each. For details, please see the section entitled "**Capital Structure**" beginning on page 85 of the RHP.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: The names of the signatories of the Memorandum of Association of our Company are Bhanu Chopra and Megha Chopra. For details of the share capital history and capital structure of our Company, please see the section entitled "**Capital Structure**" beginning on page 85 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated September 13, 2021 and September 3, 2021, respectively. For the purposes of this Offer, NSE shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "**Material Contracts and Documents for Inspection**" on page 598 of the RHP.

Disclaimer Clause of the SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 552 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange) : It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 557 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE : It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 557 of the RHP for the full text of the disclaimer clause of BSE.

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.

ASBA[#]

Simple, Safe, Smart way of Application!!!

Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA below.
Mandatory in public issues. No cheque will be accepted.

UPI

UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors ("RIs") applying through Registered Brokers, DPs and RTAs. RIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 574 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. RIBs Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. HDFC Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
				Sachin Verma 5 th Floor Prius Global, Plot No. A- 3,4,5, Sector 125, Noida 201 301, Uttar Pradesh, India Tel: +91 120 5057 000 E-mail: compliance@rategain.com
Kotak Mahindra Capital Company Limited 27 BKC, 1 st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Maharashtra, India Tel: +91 22 4336 0000 E-mail: rategain.ipo@kotak.com Investor Grievance E-Mail: kmccredressal@kotak.com Contact Person: Ganesh Rane Website: www.investmentbank.kotak.com SEBI Registration Number: INM000008704	IIFL Securities Limited 10 th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013 Maharashtra, India Tel: +91 22 4646 4600 E-mail: rategain.ipo@iiflcap.com Investor Grievance E-Mail: ig.ib@iiflcap.com Contact Person: Devendra Maydeo Website: www.iiflcap.com SEBI Registration Number: INM000010940	Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra, India Tel: +91 22 4037 4037 E-mail: rategainipo@nomura.com Investor grievance E-mail: investorgrievances-in@nomura.com Contact Person: Vishal Kanjanil/ Kshitij Thakur Website: www.nomuraholdings.com/company/group/asia/india/index.html SEBI Registration No.: INM000011419	KFin Technologies Private Limited* Selenium, Tower B, Plot No - 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032 Telangana, India Tel: + 91 40 6716 2222 E-mail: rategain.ipo@kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com Contact Person: M Murali Krishna Website: www.kfintech.com SEBI Registration No: INR000000221 <i>*Formerly known as Karyv Fintech Private Limited</i>	Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Investors may also write to the BRLMs.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 27 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at www.sebi.gov.in and is available on the websites of the **BRLMs** i.e. Kotak Mahindra Capital Company Limited, IIFL Securities Limited and Nomura Financial Advisory and Securities (India) Private Limited at www.investmentbank.kotak.com, www.iiflcap.com and www.nomuraholdings.com/company/group/asia/india/index.html, respectively, and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of **Rategain Travel Technologies Limited**, Tel: +91 120 5057 000; **BRLMs : Kotak Mahindra Capital Company Limited**, Tel: +91 22 4336 0000, **IIFL Securities Limited**, Tel: +91 22 4646 4600 and **Nomura Financial Advisory and Securities (India) Private Limited**, Tel: +91 22 4037 4037 and **Syndicate Members:** Kotak Securities Limited, Tel: +91 22 6218 5470, at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Almondz Global Securities Ltd., Anand Rathi Share & Stock Brokers Ltd., Axis Capital Limited, Centrum Broking Limited, Dalal & Broacha Stock Broking Private Limited, Edelweiss Broking Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Securities Limited, JM Financial Services Limited, Jobanputra Fiscal Services Private Limited, Kantilal Chhaganlal Sec Pvt Ltd., LKP SECURITIES LIMITED, Motilal Oswal Financial Services Limited, Pravin Ratilal Share And Stock Brokers Ltd., RR Equity Brokers Pvt. Ltd., ShareKhan Limited, SMC Global Securities Ltd., Yes Securities (India) Limited, Zerodha Securities

Escrow Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank: HDFC Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: New Delhi
Date: November 30, 2021

For **RATEGAIN TRAVEL TECHNOLOGIES LIMITED**
On behalf of the Board of Directors
Sd/-
Company Secretary and Compliance Officer

RATEGAIN TRAVEL TECHNOLOGIES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP with RoC on November 28, 2021. The RHP shall be available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, IIFL Securities Limited and Nomura Financial Advisory and Securities (India) Private Limited at www.investmentbank.kotak.com, www.iiflcap.com and www.nomuraholdings.com/company/group/asia/india/index.html, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "**Risk Factors**" on page 27 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (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 state securities laws. Accordingly, the Equity Shares are only being 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 Securities Act, "Rule 144A") in transactions exempt from, or not subject to, registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.