

RateGain (RATEGAIN)

IT Services

SELL

CMP(₹): 659

Fair Value(₹): 600

 Sector View: **Neutral**

NIFTY-50: 25,695

November 11, 2025

No-surprise quarter; conservative overall guidance

RateGain's 2QFY26 was broadly in line with expectations. Revenue growth remained muted (US\$ terms) with stable profitability qoq. Adara and organic DaaS business aided growth. FY2026E revenue growth outlook of 55-60%, including Sojern, is conservative, allowing enough cushion to absorb any negative surprises during the integration process. We expect organic revenue growth of 9% yoy (unchanged) in FY2026E and overall revenue growth of 69% yoy. We incorporate the acquisition, leading to ~10-11% EPS increase during FY2027-28E. We raise FV to Rs600; maintain SELL.

Broadly in-line quarter

RateGain reported revenues of US\$33.7 mn (KIE: US\$33.9 mn), up 1.7% yoy and up 5.6% qoq. Revenue growth was led by the MarTech segment (up 6.9% yoy), aided by strong performance at Adara and DaaS segments (up 5.4% yoy), driven by a healthy uptick in DaaS (ex-Adara). Distribution segment revenues declined by 15.8% yoy but seasonal strength aided a moderate uptick qoq. EBITDA margin was flat qoq at 18.2% (KIE: 18.5%), primarily due to continued investments aimed at strengthening GTM presence, partly offset by currency tailwinds. Reported EBITDA at Rs536 mn was down 10.9% yoy. Reported net profit was at Rs510 mn (KIE: Rs512 mn), 2.3% yoy decline.

FY2026E guidance bakes in ample conservatism

The company expects FY2026E revenue growth to be in the 55-60% yoy range (Rs terms), including Sojern. We note that Sojern consolidation over ~5 months in FY2026E, assuming low single-digit growth, moderate seasonality and rupee depreciation, would imply revenue growth comfortably to be at the higher end of the guided band. We believe management's conservative stance incorporates some integration risks, especially given the scale of the acquired entity and majority of engagements on the transaction-based pricing model. We see upside risks to the overall guidance as greater visibility emerges during the integration process. However, organic revenue growth guidance of 6-8% yoy for FY2026E remains unchanged. We expect overall revenue growth at ~69% yoy (~9% yoy organic) in FY2026E.

Raise FY2027-28E EPS by ~10-11%, incorporating Sojern acquisition

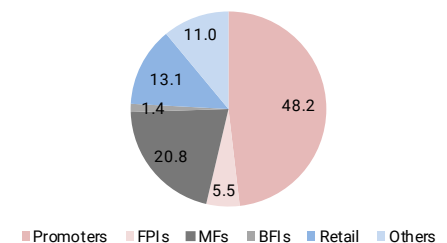
We incorporate the Sojern acquisition, effective November 2025, into our estimates. We expect Sojern to have a low single-digit growth profile over the medium term, as opposed to double-digit growth (US\$ terms) for the existing RateGain business. The acquisition would have a significant dilutive impact on profitability. We expect 160-220 bps dilution to EBITDA margin from the acquisition during FY2026-28E, leading to range-bound EBITDAM in 17.4-17.6% range. We expect continued investments in the business aimed at sustaining growth, leading to range-bound profitability. We expect ~US\$8 mn impact due to amortization of acquired intangibles, leading to 220-390 bps lower EBIT margin in the ~13-14% range. However, we estimate ~10-11% higher earnings primarily due to accretion from the acquisition, driving an FV increase to Rs600 (from Rs550), valuing the business at 25X Sep 2027E NOPAT. Maintain SELL.

Company data and valuation summary

Stock data

CMP(Rs)/FV(Rs)/Rating	659/600/SELL
52-week range (Rs) (high-low)	854-365
Mcap (bn) (Rs/US\$)	78/0.9
ADTV-3M (mn) (Rs/US\$)	542/6.1

Shareholding pattern (%)



Price performance (%)	1M	3M	12M
Absolute	(3)	38	(21)
Rel. to Nifty	(5)	34	(27)
Rel. to MSCI India	(5)	34	(26)

Forecasts/Valuations	2026E	2027E	2028E
EPS (Rs)	18.0	21.9	25.7
EPS growth (%)	2.2	21.6	17.8
P/E (X)	36.7	30.2	25.6
P/B (X)	4.1	3.6	3.1
EV/EBITDA (X)	26.2	15.9	13.9
RoE (%)	11.9	12.6	12.9
Div. yield (%)	0.0	0.0	0.0
Sales (Rs bn)	18	29	32
EBITDA (Rs bn)	3.2	5.1	5.6
Net profits (Rs bn)	2.1	2.6	3.0

Source: Bloomberg, Company data, Kotak Institutional Equities estimates

Prices in this report are based on the market close of November 11, 2025

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Healthy growth in organic DaaS, while reprioritization in Adara continues

Organic DaaS business revenue growth accelerated during the quarter to 17.5% yoy (reported terms), led by healthy performance in OTA segment, while new customer additions in airlines and new wins in car rentals business contributed to revenue growth. The company had earlier reprioritized a portion of Adara business within the segment, leading to moderated growth on a yoy basis.

Another healthy performance at Adara within MarTech business, remains a drag yoy

Adara continues to perform well within MarTech segment driving healthy growth. Loss of large client to insourcing impacted performance of Myhotelshop business over the past year. The business momentum is picking up as the company leverages combined offering to deepen customer relationships. However, the business remains subscale to have a meaningful impact on overall growth. Further, with the integration of Sojern, the contribution of demand booster business would further moderate.

Sequential uptick in distribution business aided by seasonality

The business benefitted from seasonal strength, while yoy performance remains lackluster and is likely to remain as such over the next couple of quarters. Management expects double-digit growth in FY2027E, aided by a favourable base and improved pipeline build-up, which could convert in the next few quarters. The RevMax platform (UNO) is yet to have a meaningful scale-up but the company has focused on adding new accounts through partnerships for the channel manager offering.

Improved deal wins and robust pipeline growth

RateGain has stepped up investments in GTM over the past 2-3 quarters, onboarding new leaders and strengthening presence, especially in emerging geos such as APAC. The company onboarded Amarpreet Singh as Chief Customer Officer during the quarter. He was earlier with Cvent and WNS. Early results are encouraging with healthy improvement in new deal wins as well as growing pipeline. New deal wins grew 8.7% qoq and 35.6% yoy (Rs terms) to Rs888 mn during the quarter, while the deal pipeline stood at Rs5.9 bn, up 25.5% yoy.

Steady profitability due to full impact of investments

EBITDA margin remained stable qoq and down 350 bps yoy at 18.2%, despite significant tailwind from rupee depreciation during the quarter. We note that most of the senior hires were onboarded during the latter half of earlier quarter and had a full impact from increased costs, which offset tailwind from operating efficiency and rupee depreciation during 2QFY26.

Revenue synergies can have multiplier effect on value creation

The company's management has demonstrated a strong track record of improving profitability led by cost arbitrage and SG&A efficiencies. We believe the ability to realize revenue synergies would have a multiplier effect to value creation from the acquisition. RateGain is yet to demonstrate meaningful success in super-sizing acquired businesses. Transaction multiple for Sojern is at a reasonable premium to earlier acquisitions. The payback period could be at the higher-end of the company's target of 5-7 years, longer in case synergies do not fully materialize.

Sojern has engagements with over 13k clients, with significant presence in long tail of clients. The company intends to leverage the channel presence to cross-sell its UNO offering, enabling direct bookings aided by its booking engine. However, outbound sales to long tail of clients would involve higher S&M intensity, impacting the company's ability to replicate margin improvement until FY2025.

Mixed track record of past acquisitions

Prior to Sojern, RateGain has acquired four entities. The performance of acquired entities has been mixed. While the company has been able to improve profitability for DHISCO, MHS and Adara, DHISCO and MHS businesses have been impacted due to various issues—(1) DHISCO. The business had revenues of US\$25 mn at the time of acquisition, in Jul 2018. Distribution (DHISCO & Rezgain) business has annualized revenues of ~US\$23 mn in 1QFY26, (2) BCV social. The business has declined significantly since acquisition and is near breakeven, and (3) MHS. Loss of a large client in 1QFY25. Adara has performed well and has been the primary growth driver during FY2023-26E, and had swift payback given its attractive valuation.

Key highlights from earnings call

- **Deal wins.** Healthy deal win growth across regions with greater acceleration in APAC and Middle East geographies. RateGain sees limited competition in the region as an opportunity to scale up in the business.
- **Martech.** Healthy growth in Adara led by demand booster product.
- **North America.** Recent investments made in sales leadership and on-ground teams have aided in healthy pipeline build-up and stronger customer relationships.
- **Sojern.** The business would have 14% EBITDA margin during 3QFY26 and would improve to 16.5-17.5% in Mar 2026 quarter. the company expects 17.5% overall EBITDA margin in 4QFY26. Sojern had PAT of US\$5-6 mn in CY2024, due to interest cost related to borrowing, which has since been paid off.
- **Margin.** Sojern's EBITDA margin is currently 14% and would improve to 16.5-17.5% range in Mar 2026 quarter.
- **Depreciation.** PPA has just started and apportioning of consideration to goodwill and amortization would be clearer in a couple of months.
- **Cash balances.** Gross cash and cash equivalents stood at Rs2.6 bn, after payment of Rs10.9 bn toward Sojern acquisition.
- **Debt.** Interest cost of US\$125 mn debt raised is 6.5% (SOFR+250 bps).
- **Cash conversion.** RateGain expects CFO/EBITDA of 75% in FY2026E, including Sojern.

Exhibit 1: RateGain September 2025 quarter financial performance under Ind AS (Rs mn)

					% change							
	2QFY26	2QFY26E	2QFY25	1QFY26	2QFY26E	yoy	qoq	1HFY26	1HFY25	% chg.	FY2026E	% change
Revenue (US\$ mn)	33.7	33.9	33.1	31.9	(0.8)	1.7	5.6	65.6	64.3	2.0	207.0	62.6
Revenues	2,951	2,973	2,773	2,729	(0.8)	6.4	8.1	5,680	5,373	5.7	18,233	69.3
Employee costs	(1,154)	(1,142)	(1,045)	(1,091)	1.0	10.4	5.7	(2,245)	(2,073)	8.3	(5,987)	50.2
Other operating expenses	(1,260)	(1,281)	(1,125)	(1,141)	(1.6)	12.0	10.5	(2,401)	(2,200)	9.2	(9,066)	103.3
EBITDA	536	549	602	497	(2.4)	(10.9)	8.0	1,033	1,100	(6.1)	3,180	37.0
Depreciation	(93)	(89)	(87)	(87)	4.8	7.3	7.4	(180)	(182)	(0.9)	(667)	90.8
EBIT	443	460	515	410	(3.8)	(14.0)	8.1	853	918	(7.1)	2,513	27.5
Other Income	215	210	173	207	2.6	24.4	4.3	422	356	18.6	585	(23.4)
Finance costs	(3)	(3)	(3)	(3)	(8.0)	(11.8)	(2.0)	(6)	(6)	(8.4)	(315)	2,381.9
Profit Before Tax	655	667	685	613	(1.8)	(4.3)	6.9	1,269	1,267	0.1	2,783	2.2
Provision for Tax	(145)	(155)	(163)	(144)	(6.4)	(10.9)	0.9	(289)	(292)	(0.8)	(647)	2.2
Minority Interest	—	—	—	—	—	—	—	—	—	—	—	—
Net profit (before EO items)	510	512	522	469	(0.4)	(2.3)	8.7	979	976	0.4	2,136	2.2
Extraordinary items	—	—	—	—	—	—	—	—	—	—	—	—
Net Profit- Reported	510	512	522	469	(0.4)	(2.3)	8.7	979	976	0.4	2,136	2.2
Diluted EPS (Rs/share)	4.3	4.3	4.4	4.0	(0.7)	(1.6)	8.3	8.3	8.2	1.2	18.0	2.2
Weighted average share count (mn)	118.4	117.9	119.2	117.9				118.1	119.1		118.8	
As % of revenues												
Employee costs	39.1	38.4	37.7	40.0				39.5	38.6		32.8	
EBITDA margin	18.2	18.5	21.7	18.2				18.2	20.5		17.4	
EBIT margin	15.0	15.5	18.6	15.0				15.0	17.1		13.8	
Net profit margin (%)	17.3	17.2	18.8	17.2				17.2	18.2		11.7	
Effective tax rate (%)	22.2	23.3	23.8	23.5				22.8	23.0		23.3	

Source: Company, Kotak Institutional Equities estimates

Exhibit 2: Key changes to estimates, March fiscal year-ends, 2026-28E (Rs mn)

	New			Old			Change (%)		
	2026E	2027E	2028E	2026E	2027E	2028E	2026E	2027E	2028E
Revenue	18,233	29,363	31,660	11,732	13,192	14,782	55.4	122.6	114.2
EBITDA	3,180	5,120	5,577	2,235	2,561	2,928	42.3	99.9	90.5
EBIT	2,513	3,804	4,207	1,880	2,195	2,545	33.7	73.3	65.3
Net profit	2,136	2,587	3,048	2,099	2,353	2,732	1.7	9.9	11.5
EPS (Rs/ share)	18.0	21.9	25.7	17.8	20.0	23.2	1.0	9.5	11.1
Revenue growth (%)	69.3	61.0	7.8	9.0	12.4	12.0	6040 bps	4860 bps	-420 bps
EBITDA margin (%)	17.4	17.4	17.6	19.1	19.4	19.8	-160 bps	-200 bps	-220 bps
EBIT margin (%)	13.8	13.0	13.3	16.0	16.6	17.2	-220 bps	-370 bps	-390 bps
Net profit margin (%)	11.7	8.8	9.6	17.9	17.8	18.5	-620 bps	-900 bps	-890 bps

Source: Company, Kotak Institutional Equities estimates

Sharp revenue decline in distribution segment and North America

Exhibit 3: Revenue break-up by geography, segments, engagement model, travel type and client tiers (September 2025 quarter)

	Revenues	Growth (%)		Contribution to
	US\$ mn	qoq	yoy	revenues (%)
Total revenues	33.7	5.6	1.7	100.0
Geographical split of revenues				
North America	17.1	(8.0)	(4.8)	50.9
Europe	10.9	24.1	6.6	32.3
APAC	5.4	25.3	15.4	15.9
Others	0.3	34.6	14.4	0.9
BU split of revenue				
DaaS	11.0	16.8	5.4	32.6
Distribution	5.8	2.5	(15.8)	17.1
MarTech	16.9	0.4	6.9	50.3
Revenue by engagement				
Subscription revenue	5.6	1.0	(26.7)	16.7
Hybrid	12.1	19.7	5.5	35.8
Transaction	16.0	(1.6)	14.3	47.4
Revenue by customers				
Top 10 clients	10.6	18.0	22.1	31.5
Ex Top 10 clients	23.1	0.7	(5.5)	68.5
Revenue by travel type				
Leisure	31.9	5.6	1.5	94.7
Business	1.8	5.6	5.8	5.3

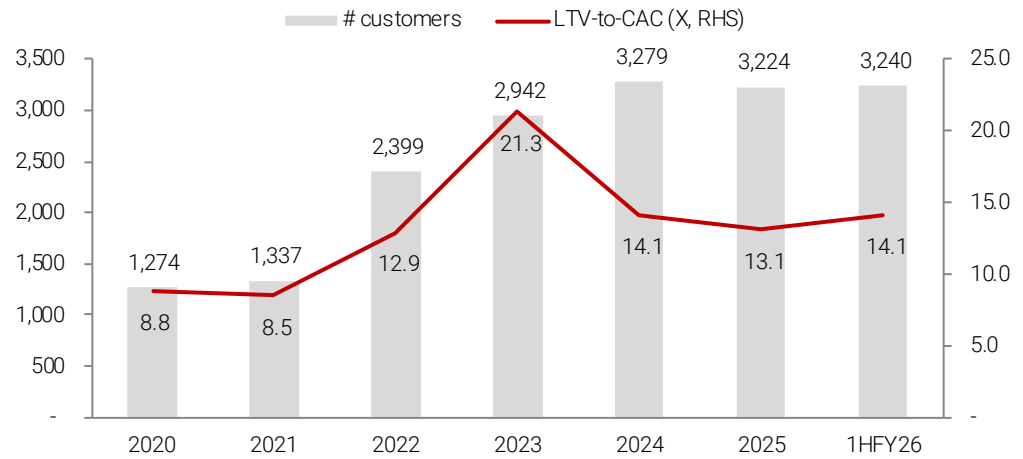
Notes:

(a) US\$/Rs exchange rate of 87.6.

Source: Company, Kotak Institutional Equities

Reasonable improvement in LTV-to-CAC

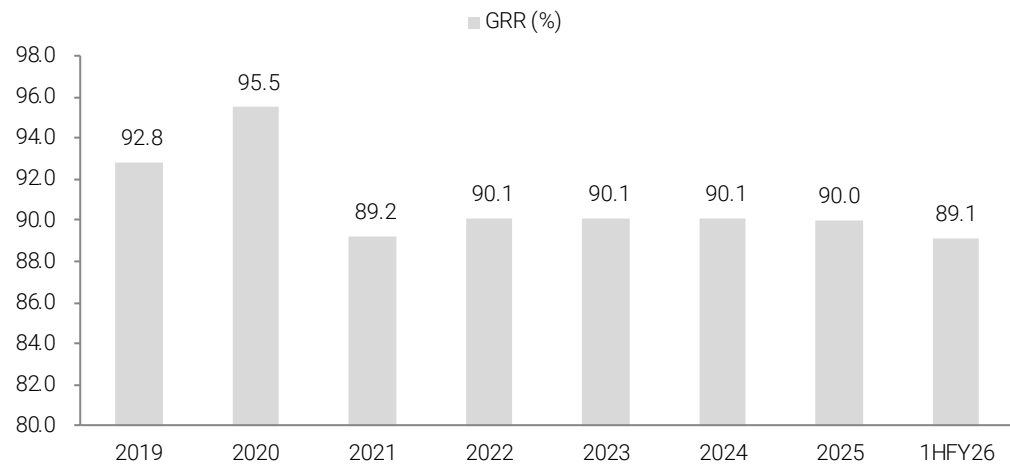
Exhibit 4: RateGain—trend in customer engagements, March fiscal year-ends, 2020-26



Source: Company, Kotak Institutional Equities

GRR declines to 89.1%, down 190 bps yoy

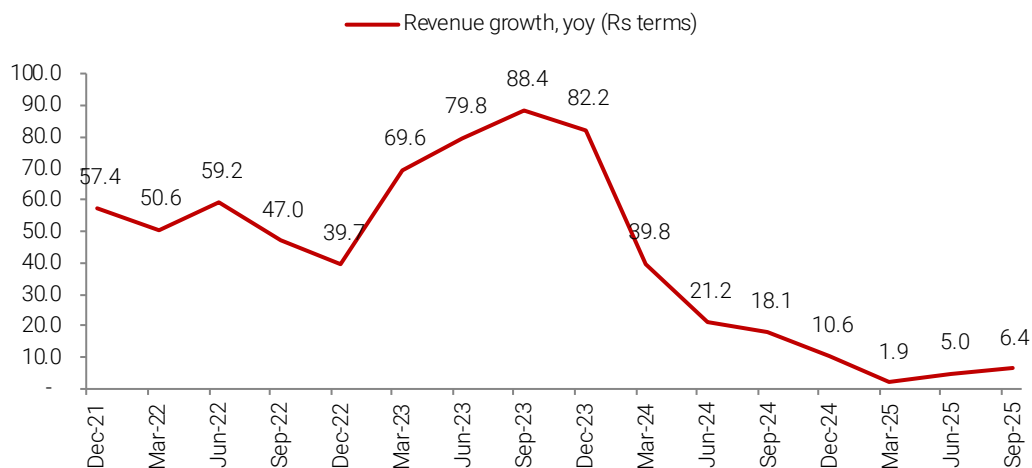
Exhibit 5: RateGain—gross revenue retention, March fiscal year-ends, 2019-26



Source: Company, Kotak Institutional Equities

Gradual improvement in revenue growth likely through FY2026E

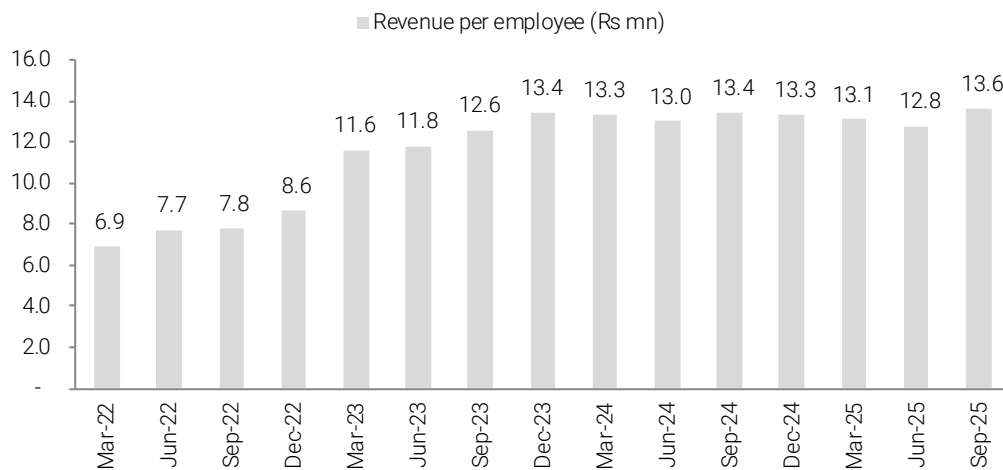
Exhibit 6: Revenue growth trend, Dec-21–Sep 25 (%)



Source: Company, Kotak Institutional Equities

Moderate decline in employee productivity on yoy basis

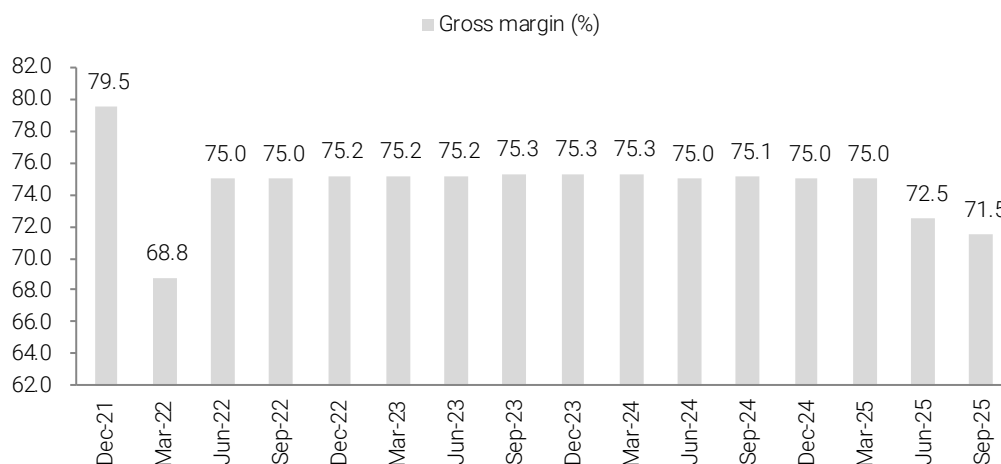
Exhibit 7: Revenue per employee trend, Mar 2022-Sep 2025 (Rs mn)



Source: Company, Kotak Institutional Equities

Gross margin declines by 360 bps qoq

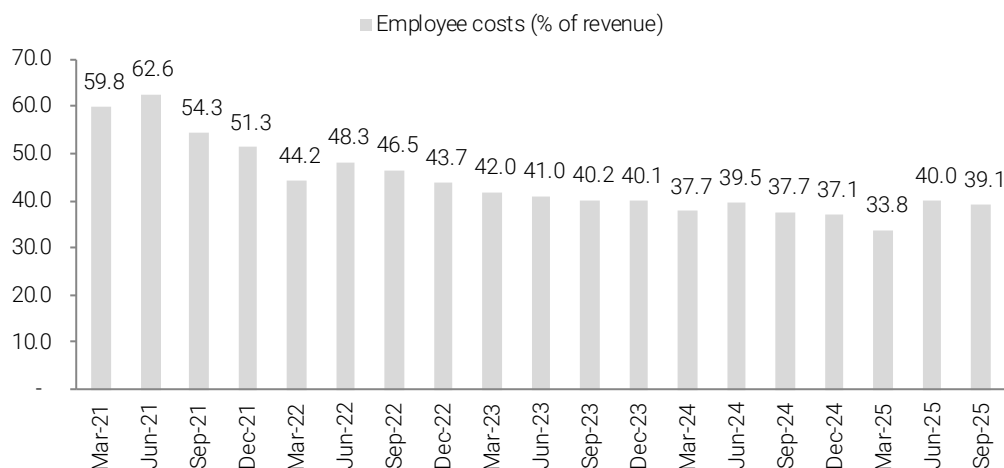
Exhibit 8: Gross margin trend, Dec 2021-Sep 2025 (%)



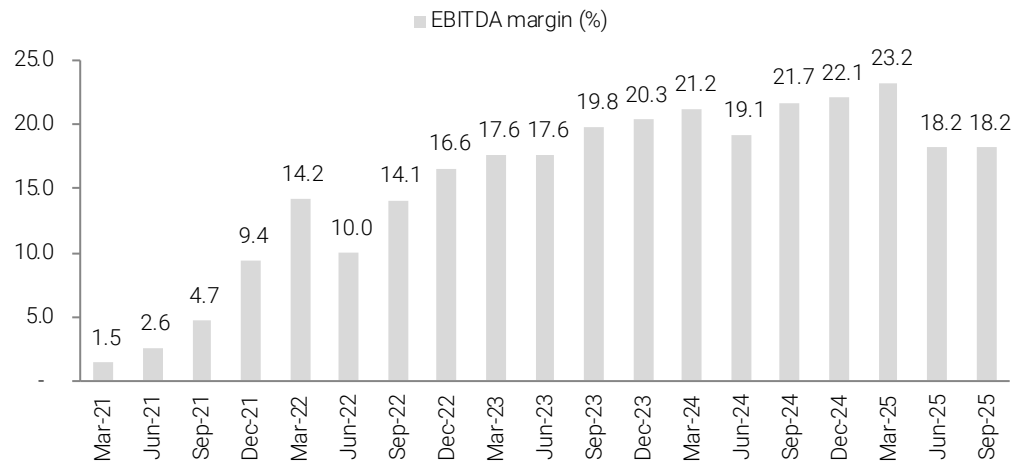
Source: Company, Kotak Institutional Equities

Employee costs (as % of sales) moderate from elevated levels aided by operating leverage

Exhibit 9: Employee costs trend (as % of revenue), Mar 2021-Sep 2025



Source: Company, Kotak Institutional Equities

EBITDA margin remains flat qoq at 18.2%**Exhibit 10: EBITDA margin, Mar 2021–Sep 2025 (%)**

Source: Company, Kotak Institutional Equities

Exhibit 11: RateGain – quarterly operating metrics, Sep 2023–Sep 2025

	Sep-23	Dec-23	Mar-24	Jun-24	Sep-24	Dec-24	Mar-25	Jun-25	Sep-25
Revenues (US\$ mn)	28	30	31	31	33	33	30	32	34
qoq growth (%)	8.9	6.5	1.7	1.3	6.2	(0.5)	(8.5)	5.8	5.6
yoy growth (%)	82.9	80.0	38.3	19.5	16.5	8.8	(2.1)	2.3	1.7
Revenues (Rs mn)	2,347	2,520	2,558	2,600	2,773	2,787	2,607	2,729	2,951
Exchange rate	82.6	83.3	83.1	83.4	83.8	84.7	86.5	85.6	87.6
Revenue by BU (%)									
DaaS	30.9	32.9	34.5	31.9	31.5	32.4	30.9	29.5	32.6
Distribution	21.3	21.8	21.9	20.4	20.7	18.6	23.4	17.7	17.1
MarTech	47.7	45.3	43.6	47.6	47.8	49.0	45.7	52.9	50.3
Revenue by BU (Rs mn)									
DaaS	725.9	830.4	883.6	830.3	872.8	904.3	805.5	804.4	962.3
Distribution	500.8	549.0	560.0	530.9	573.9	517.3	610.3	481.8	505.6
MarTech	1,120.5	1,140.8	1,114.5	1,238.9	1,325.9	1,365.5	1,191.1	1,443.0	1,482.7
Revenue by geographies (%)									
North America	59.5	54.3	45.3	56.1	54.4	52.9	52.7	58.4	50.9
Europe	31.1	29.7	37.6	31.8	30.8	32.2	31.6	27.5	32.3
APAC	8.1	14.4	15.1	11.5	14.0	14.3	15.0	13.4	15.9
Others	1.4	1.6	2.0	0.6	0.8	0.7	0.7	0.7	0.9
Revenue by geographies (Rs mn)									
North America	1,395.7	1,367.4	1,158.3	1,458.7	1,507.1	1,473.2	1,375.1	1,593.8	1,501.6
Europe	729.2	748.8	962.0	826.8	854.8	896.8	823.8	750.5	953.4
APAC	189.1	363.7	387.3	299.0	388.7	397.5	389.8	365.7	469.2
Others	33.3	40.3	50.5	15.6	22.0	19.5	18.2	19.1	26.3
Revenue by engagement (%)									
Subscription revenue	21.7	20.5	25.3	23.8	23.2	23.5	19.8	17.5	16.7
Hybrid	35.0	39.2	39.0	36.1	34.5	35.3	33.6	31.6	35.8
Transaction	43.2	40.2	35.7	40.1	42.2	41.2	46.6	50.9	47.4
Revenue concentration (%)									
Top 10 clients	24.8	27.7	28.3	31.1	28.6	29.0	29.5	28.2	29.9
Revenue by travel type (%)									
Business	3.9	4.0	4.4	4.9	5.1	5.0	5.8	5.3	5.3
Leisure	96.1	96.0	95.6	95.1	94.9	95.0	94.2	94.7	94.7
Deal wins									
New wins	654.9	843.7	756.0	621.0	654.6	646.4	638.8	816.8	888.1
Total pipeline	4,011	4,215	4,861	5,553	4,691	5,076	5,163	5,123	5,886
Employee metrics									
Total employees (consolidated)	746	755	770	801	830	836	821	856	871
Attrition (LTM,%)	13.8	12.0	11.2	10.9	10.3	9.6	10.5	9.6	11.0
Client metrics									
# of clients	3,104	3,210	3,279	3,299	3,225	3,244	3,224	3,201	3,240

Source: Company, Kotak Institutional Equities

Exhibit 12: Condensed consolidated Ind-AS financials for RateGain, March fiscal year-ends, 2021-28E (Rs mn)

	2021	2022	2023	2024	2025	2026E	2027E	2028E
Profit model								
Revenue	2,508	3,666	5,651	9,570	10,767	18,233	29,363	31,660
Gross profit	1,993	2,786	4,244	7,204	7,768	11,457	17,028	18,585
EBITDA	62	306	847	1,897	2,321	3,180	5,120	5,577
Depreciation and amortization	(359)	(301)	(358)	(410)	(349)	(667)	(1,317)	(1,370)
EBIT	(297)	5	488	1,487	1,971	2,513	3,804	4,207
Other income, net	51	113	184	402	751	270	(355)	(110)
Pretax profits	(246)	118	673	1,889	2,722	2,783	3,449	4,096
Tax expense	(39)	(24)	(111)	(435)	(633)	(647)	(862)	(1,049)
Profit after tax	(286)	84	684	1,454	2,089	2,136	2,587	3,048
Dil. EPS (Rs)	(3.1)	0.8	6.3	12.8	17.6	18.0	21.9	25.7
Balance sheet								
Total equity	2,449	6,192	7,097	14,505	16,827	19,116	21,934	25,215
Borrowings	1,132	—	—	—	—	11,000	10,000	9,000
Lease liabilities	53	180	177	167	160	160	160	160
Provisions	35	40	48	79	107	107	107	107
Other non-current liabilities	—	139	248	132	76	76	76	76
Other current liabilities	729	1,260	1,883	2,428	1,871	2,997	3,944	4,176
Total liabilities and equity	4,398	7,811	9,453	17,310	19,041	33,456	36,221	38,735
Cash and bank	573	2,451	2,015	3,912	3,496	5,385	6,565	9,377
Fixed assets	125	245	230	214	238	1,420	1,680	1,856
Intangible assets including goodwill	1,554	1,980	3,743	3,449	3,240	21,852	20,863	19,950
Receivables	669	941	1,608	2,050	2,123	3,856	6,169	6,608
Investments	1,290	1,418	1,160	1,795	3,186	186	186	186
Other assets	187	776	698	5,890	6,758	758	758	758
Total assets	4,398	7,811	9,453	17,310	19,041	33,456	36,221	38,735
Cashflow statement								
Operating cash flow, excl. wc	291	544	969	2,049	2,492	3,333	5,352	5,810
Working capital changes	(62)	(342)	(332)	(374)	(373)	(607)	(1,366)	(206)
Cash taxes paid	(23)	(33)	(118)	(156)	(920)	(647)	(862)	(1,049)
Capital expenditure	(7)	(36)	(44)	(37)	(65)	(273)	(587)	(633)
Acquisitions	—	—	(1,367)	(173)	—	(22,000)	—	—
Other income	2	28	183	260	650	585	393	567
Free cash flow	201	160	(709)	1,568	1,785	(19,609)	2,929	4,489
Key ratios and assumptions								
Revenue growth (%)	(37.1)	46.2	54.2	69.3	12.5	69.3	61.0	7.8
EBITDA margin (%)	2.5	8.3	15.0	19.8	21.6	17.4	17.4	17.6
EBIT margin (%)	(11.9)	0.1	8.6	15.5	18.3	13.8	13.0	13.3
RoAE (%)	(14.9)	2.2	8.5	13.5	13.3	11.9	12.6	12.9
RoACE (%)	(11.0)	0.1	5.8	10.2	9.5	8.1	9.1	9.4

Source: Company, Kotak Institutional Equities

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Definitions of ratings

BUY. We expect this stock to deliver more than 15% returns over the next 12 months.

ADD. We expect this stock to deliver 5-15% returns over the next 12 months.

REDUCE. We expect this stock to deliver -5+5% returns over the next 12 months.

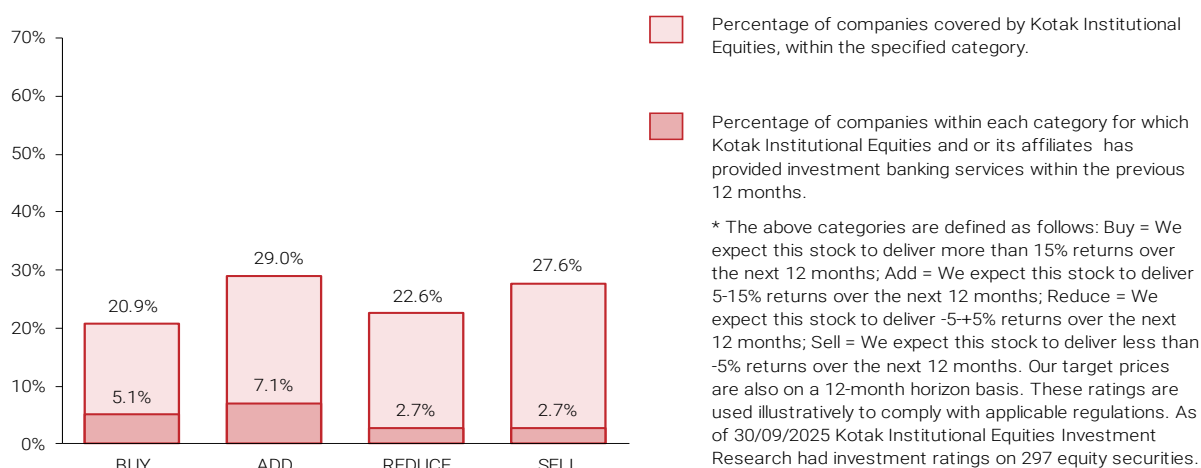
SELL. We expect this stock to deliver <-5% returns over the next 12 months.

Our Fair Value estimates are also on a 12-month horizon basis.

Our Ratings System does not take into account short-term volatility in stock prices related to movements in the market. Hence, a particular Rating may not strictly be in accordance with the Rating System at all times.

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Kotak Institutional Equities Research coverage universe



Source: Kotak Institutional Equities

As of September 30, 2025

Coverage view

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