



Dear Member(s),

Invitation to attend the 20th Annual General Meeting on Tuesday, August 20, 2024.

On behalf on the Board of Directors, I invite you all most cordially to attend the 20th Annual General Meeting ("AGM") of Route Mobile Limited ("RML") to be held on Tuesday, August 20, 2024 at 3:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). Following the Directives issued by Ministry of Corporate Affairs and SEBI's directive, we are furnishing Annual Report for FY 2023-'24 and this Notice of AGM to our Members over the internet rather than in paper form. We believe this delivery process reduces both environmental impact and the costs of printing and distributing our documents without hindering our Members' timely access to this important information. We will report on fiscal 2024, and there will be an opportunity for Members to ask questions. As you plan to attend the meeting, please ensure that you are represented by voting in advance. You can vote online, and your vote is very important.

On behalf of the Board of Directors, I would like to express my gratitude for your continued support for Route Mobile.

The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

Summarized information at a glance:

Time and Date of AGM	3:30 P.M. (IST), Tuesday, August 20, 2024
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Participation through Video Conference	https://www.evoting.nsdl.com/
Live-Webcast	https://routemobile.com/agm-webcast/
Helpline number for VC participation and e-Voting	Ms. Pallavi Mhatre, Senior Manager, NSDL on evoting@nsdl.com OR Call on 022 - 4886 7000.
Speaker Registration	"Access to NSDL e-Voting system" between 9:00 A.M. (IST), Saturday, August 17, 2024 and 5:00 P.M. (IST), Monday, August 19, 2024
Record Date for Final Dividend	Thursday, July 11, 2023
Cut-off date for e-Voting	Tuesday, August 13, 2023
E-Voting Start time and Date	9:00 A.M. (IST), Saturday, August 17, 2024
E-Voting End time and Date	5:00 P.M. (IST), Monday, August 19, 2024
E-Voting service provider and website links of NSDL	National Securities Depository Limited Address: Trade World, "A" Wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra, India. Ms. Pallavi Mhatre , Senior Manager. https://www.evoting.nsdl.com/
Name, address and contact details of Registrar and Share Transfer Agents ("RTA")	Mr. Umesh Pandey , Manager KFin Technologies Limited Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number: 1-800-3094-001

Yours truly,

Rajdikumar Gupta

Managing Director & Group CEO

Encl: Notice of the 20th Annual General Meeting

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH (20TH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ROUTE MOBILE LIMITED (“Company”) will be held on **Tuesday, August 20, 2024 at 3:30 p.m. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements (Standalone)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby considered and adopted.”

Item No. 2 - Adoption of Audited Financial Statements (Consolidated)

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon as circulated to the Members be and are hereby considered and adopted.”

Item No. 3 - Declaration of Dividend

To declare a final dividend of ₹ 2 per equity share of the face value of ₹10 each (20%), of the Company for the year ended March 31, 2024.

“**RESOLVED THAT** dividend at the rate of ₹2 per equity share of face value of ₹10 each (20%) each fully paid-up, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013.”

Item No. 4 - Appointment of a Director retiring by rotation

To appoint a Director in place of Mr. Rajdipkumar Gupta (DIN:01272947), who retires by rotation and, being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajdipkumar Gupta (DIN: 01272947), be and is hereby re-appointed as a Director (Managing Director & Group CEO) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 5 – To approve entering into a business transfer agreement proposed to be executed between Route Mobile Limited and 3M Digital Networks Private Limited

To consider; and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of Route Mobile Limited (“**Company**”), basis the approval of the board of directors of the Company (hereinafter the “**Board**” which term shall be deemed to include the audit committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) and subject to such approvals, consents



and permissions as may be required, the approval of the members of the Company ("**Members**") be and is hereby accorded to the Company to enter into a business transfer agreement for an aggregate consideration of ₹ 4.97 crores with 3M Digital Networks Private Limited ("**3M Digital**") ("**BTA**"), a related party of the Company, on account of being a subsidiary of BICS S.A./N.V., a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium, which is a subsidiary of Proximus S.A./N.V. ("**Proximus**"), a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium (Proximus, the ultimate holding company of the Company, i.e., the holding company of Proximus Opal, a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium, which is the promoter of the Company ("**Opal**")), on such material terms and conditions as set out in the explanatory statement to this resolution, on an arms length basis."

"RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby severally authorised to furnish a copy of the resolution, certified as true to anyone concerned or anyone interested in the matter and they be requested to act thereon."

By Order of the Board of Directors
For **Route Mobile Limited**

sd/-

Rathindra Das

Group Head-Legal, Company Secretary and Compliance Officer

Membership No. FCS 12663

Date: July 19, 2024
Place: Mumbai

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**") from time to time and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI ("**SEBI Circulars**"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") (together referred as "**Applicable Circulars**"), up to September 30, 2024, without the physical presence of the Members at a common venue and without sending physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith). Hence, in compliance with the Applicable Circulars, the AGM of the Company for the FY 2023-'24 is being held through VC/OAVM.

In compliance with the Applicable Circulars, the Notice of the AGM alongwith the Annual Report for the Financial Year 2023-'24 are being sent through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depository Participants ("DPs"). The Company shall send the physical copy of the Annual Report for FY 2023-'24 only to those Member who specifically request for the same at investors@routemobile.com mentioning their Folio No/DP ID and Client ID. The registered office of the Company shall be deemed venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2023-'24 will also be available on the Company's website at www.routemobile.com, websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item Nos. 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
3. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
4. A Member logging-in to the VC facility using the remote e-Voting credentials shall be considered for record of attendance of such Member at the AGM and such Member attending the AGM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. Since this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM.

Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Hence, in terms of Section 152 of the Act, and the Articles of Association of the Company, Mr. Rajdikumar Gupta (DIN: 01272947), Director (MD & Group CEO), retires by rotation at the AGM and being eligible, offers himself for re-appointment. A statement providing additional details of the Director along with his brief profile who is seeking re-appointment (Appendix 1) as set out at Item No. 4 of the Notice and Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item No. 5 are annexed herewith as required under the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ('ICSI').
5. Members may note that the Board, at its meeting held on May 6, 2024, has recommended a final dividend of ₹2 per equity share of the face value of ₹10 each (20%) for the financial year 2023-'24, subject to the approval of the Members at the AGM. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.



For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Registrar & Share Transfer Agent ("RTA") KFin Technologies Limited ("KFintech") (in case of shares held in physical mode) and Depository Participant ("DP") (in case of shares held in demat mode).

(a) An email communication informing the Shareholders regarding the relevant procedure to be adopted by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the Shareholders on July 5, 2024. In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category etc. as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with KFintech, by sending documents through e-mail by July 11, 2024.

(b) For further details and formats of declaration, please refer to '**General Communication on Tax Deduction**' July 5, 2024 available on Company's website at <https://routemobile.com/wp-content/uploads/2024/07/Communication-To-Shareholders-Intimation-On-Tax-Deduction-On-Final-Dividend-July-5-2024.pdf> The aforesaid documents such as Form 15G/ 15H, documents under Section 16, 17A, etc. can also be uploaded on the link <https://ris.kfintech.com/form15/default.aspx>. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

6. Record Date: The Record Date for the purposes of the final dividend is July 11, 2024.

7. Dividend: If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days of AGM, as under:

(a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories",

as at the close of business hours on July 11, 2024; and

(b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as at the close of business hours on July 11, 2024.

8. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service ("ECS")/National Electronic Clearing Service ("NECS")/ Real Time Gross Settlement ("RTGS")/ Direct Credit/ IMPS/ NEFT etc. The final dividend, if approved by the Members in the ensuing AGM, will be paid within 30 days of the AGM electronically through various online transfer modes to those Members who have updated their bank account details.

9. Updation of PAN, KYC and Nomination details:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), in supersession of earlier Circular(s) [Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021] issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. **It also provides that any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon registering the required details. Accordingly, payment of final and special dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios.**

Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com.

To mitigate unintended challenges on account of freezing of folio, SEBI vide circular dated November 17, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details (which was earlier prescribed under SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated **16th March 2023**).

'Choice of Nomination' for demat accounts and mutual fund folios respectively was extended to June 30, 2024 vide SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023. However, SEBI vide SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 relaxed the requirements and provided that (a) Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts as well as Mutual Fund Folios. (b) Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. (c) Payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly. Notwithstanding the above, all new investors/unitholders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts/ MF Folios(except for jointly held Demat Accounts and Mutual Fund Folios) If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://routemobile.com/registrar-share-transfer-agent/>. (Further, the relevant FAQs published by SEBI on its website can be viewed at the following link: <https://www.sebi.gov.in/>

sebi_data/faqfiles/jan-2024/1704433843359.pdf.) In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

10. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

To avoid delay in receiving dividend, Members are requested to update their bank account details with their depositories (where shares are held in dematerialized mode) and with KFinTech, Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account.

Shares held in Physical Mode:

1. **Through "In Person Verification" (IPV)-**
The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials.
2. **Through Post-Hard** copies of self-attested documents.
3. **Through Electronic Mode with e-sign-**In case the email address is already registered with RTA, the Shareholder(s) may send the scanned copies of their KYC documents/service requests with e-sign at RTA's email-id einward.ris@kfintech.com with the subject line: **RML KYC updation - Shares**.
4. Members are requested to send the following details/documents to the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com:

Form No. ISR-1 duly filled and signed by the holders, stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

- (i) Name of Bank and Bank Branch;
- (ii) Bank Account Number;
- (iii) 11-digit IFSC Code; and
- (iv) 9-digit MICR Code.



Shares held in demat form: All the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, before August 5, 2024, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s).

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the RTA will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their respective DP regarding bank accounts in which they wish to receive dividend. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such Members, through postal or courier services.

11. Any person who has not registered his/her e-mail address or has become a Member of the Company after despatch of this Notice, and therefore annual report and this AGM Notice could not be sent, may write to investors@routemobile.com to receive the copies of the Annual Report of FY 2023-'24 and AGM Notice.

12. Non-resident shareholders:

Non-resident shareholders are requested to immediately notify:

- i. Indian address for sending all communications, if not provided so far;
 - ii. Change in their residential status on return to India for permanent settlement; and
 - iii. Particulars of their Non-resident rupee account, whether repatriable or not, with a bank in India, if not furnished earlier.
13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at inward.ris@kfintech.com, or with the Company Secretary by writing at investors@routemobile.com. Members are requested to note that dividends, if not en-cashed for a

consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>. In terms of the IEPF Rules, there is no unclaimed or unpaid dividend, and therefore, no details available for the Company requiring any transfer to the IEPF as on date or for uploading on its website.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form/demat mode and to KFinTech, in case the shares are held in physical form. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://routemobile.com/registrar-share-transfer-agent/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
15. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit

the filled-in Form No. **ISR-1** to the RTA. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

- 16.** In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD-RTAMB/P/CIR/2022/8 dated January 25, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024) has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form **ISR-4**, the format of which is available on the Company's website under the weblink at <https://routemobile.com/registrar-share-transfer-agent/>. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI. SEBI vide its earlier amendment notification dated January 24, 2022 has mandated that all requests for transfer, transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or RTA, for assistance in this regard.
- 17.** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address: KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032 in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs. For permanent registration of
- their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.
- 18.** Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or KFinTech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members are requested to use the share transfer Form SH-4 for this purpose.
- 19.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 20.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and Certificate from Secretarial Auditors of the Company, under SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM (during business hours except Saturday, Sunday and National Holiday), i.e., **August 20, 2024**, subject to restrictions, if any, that may be imposed by local authorities. Members seeking to inspect such documents can send an email to investors@routemobile.com. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the AGM of the Company, may please send a request to the Company via email at investors@routemobile.com. The same will be available for inspection during the AGM by following the steps mentioned in "Step 1: Access to NSDL e-Voting system".
- 21. Submission of Questions/ Queries prior the AGM:**

Members desiring any additional information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company Secretary on the Company's



email-id investors@routemobile.com, before 5:00 P.M. (IST), **August 12, 2024** so as to enable the Management to keep the information ready. Please note that, Member's questions will be answered only if they continue to hold the shares as on Cut-off Date.

22. VOTING THROUGH ELECTRONIC MEANS:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Applicable Circulars, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("**NSDL**") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting ('remote e-Voting'). Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the dispatch of this Notice and holding shares as of the Cut-off Date i.e. August 13, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/ her password, the same can be reset by using 'Forgot user Details/ Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the Cut-off Date i.e. **August 13, 2024**, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

- c. The Cut-Off Date for determining the eligibility of shareholders to cast vote through e-Voting is **August 13, 2024**.
- d. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E- VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- a. **The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off Date i.e., August 13, 2024, may cast their vote electronically.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e - Voting, as well as voting at the meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. **The remote e-Voting period begins on 9.00 A.M. (IST), August 17, 2024 and ends on 5.00 P.M. (IST), August 19, 2024.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change in subsequently.
- b. If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the Cut-off Date i.e., August 13, 2024, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.
- c. Institutional Investors/ Corporate Members (i.e. other than individuals, HUF, NRI etc.), pursuant to Section 113 of the Act are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend & vote at the AGM, to the Scrutinizer by e-mail latest by August 16, 2024, to prakash@sapandassociates.in or sapna@sapandassociates.in with a copy marked to

evoting@nsdl.com. The scanned image of the above-mentioned documents should be in the naming format **“Route Mobile Limited- 20th AGM/AUGUST/2024”**. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-Voting”** tab in their login.

- d. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- e. In case of any queries/grievances connected with the voting by electronic means, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com.





com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail ID evoting@nsdl.com.

- f. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of Members	Log-in Method
<p>For Members who hold shares in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Go to URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under "Login" available under 'IDeAS' section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com (Select "Register Online for IDeAS Portal") or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.Jsp ii. Proceed with completing the required fields. 3. First Time Users: By visiting the e-Voting website of NSDL: <ol style="list-style-type: none"> i. Go to URL: https://www.evoting.nsd.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <div data-bbox="632 1197 1078 1440" style="text-align: center; border: 1px solid black; padding: 10px;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>For Members who hold shares in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Members	Log-in Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Through Depository Participant(S)	<p>i) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>ii) Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:

Individual shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow the steps under the 'Process for those shareholders whose email ids are not registered'.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. Select 'EVEN' of the company for which you wish to cast your vote during the remote e-Voting period/ during the Meeting. For Joining virtual meeting, you need to click on "VC/OAVM" link placed under "**Join Meeting**".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
 5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 24. Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password for e-voting on the resolutions set out in this notice:**
- a) Shareholders/ Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing below mentioned documents:
 1. In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhaar Card (self-attested scanned copy of Aadhaar Card).

2. In case shares are held in DEMAT mode, please provide DP ID CLIENT ID (16 digit DP ID + CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
- b) If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **“Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”**. In terms of SEBI circular dated December 9, 2020 on ‘e-Voting facility provided by Listed Companies’, Individual shareholders holding securities in demat mode are allowed to vote through their demat account/ website of Depositories/ Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

25. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of **“VC/ OAVM link”** placed under **“Join Meeting”** tab against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. During the AGM, the Chairman will announce the start of voting through e-Voting facility provided at the AGM.
- b) The Members can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/ OAVM facility thirty (30)

minutes after the scheduled time to start the 20th AGM. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- c) Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to grant access to the web-cam/ camera to enable two-way video conferencing. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- d) Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL on email ID: evoting@nsdl.com or call on 022 - 4886 7000.
- e) Members who would like to express their views or ask questions during the AGM may post their queries in the window ‘Ask Your Question’, by mentioning their name and demat account number/folio number.

26. Speaker Registration: In addition to the above-mentioned step, the Members may register themselves as a speaker for the AGM to express their views / ask questions during the AGM. Accordingly, the Members may follow the steps as mentioned under “Step 1: **Access to NSDL e-Voting system**” between 9:00 A.M. (IST), August 17, 2024 and 5:00 P.M. (IST), August 19, 2024 i.e. the remote e-Voting period. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the Speaker registration link available against the **EVEN of Route Mobile Limited** and entering



their contact details. Alternatively, Members may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to investors@routemobile.com. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of the time at the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM in relation to the agenda to be transacted at the AGM.

Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/ queries in advance to the Company at investors@routemobile.com.

27. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (b) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- (c) Only those Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting/AGM. The Members who have cast their votes by remote e-Voting prior to the AGM, may attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.
- (d) Members can opt for only one mode of voting i.e. either by remote e-Voting or voting at the AGM by electronic voting. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and the votes cast at the AGM shall be treated as invalid.

28. OTHER INFORMATION

- a) The Board of Directors has appointed Mr. Prakash Shenoy (Membership No. F12625, Certificate of Practice No.: 22619), Partner of M/s. SAP & Associates, Practicing Company Secretaries, and in his absence Mrs. Sapna Chourasia (Membership No.: F12597, Certificate of Practice No.: 7212), Partner of M/s. SAP & Associates, Practicing Company Secretaries as the 'Scrutinizer' ("Scrutinizer") to scrutinize the e-voting process in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for e-voting 15 minutes after the conclusion of the Meeting.
- c) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.routemobile.com and on the website of NSDL on www.evoting.nsdl.com immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e., August 20, 2024.

- e) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.routemobile.com.
- f) Pursuant to Regulation 30A (1) of the Listing regulations, the shareholders are hereby requested to promptly inform the company of any agreements entered into by them or among themselves or with promoters, promoter group entities, related parties, directors, key managerial

personnel, and employees of the listed entity or its holding, subsidiary, or associate company or with the listed entity or a third party, which may directly or indirectly impact the management or control of the listed entity, or impose any restriction or create any liability upon the listed entity. Please ensure to provide this information within two working days of entering into or signing such agreements.

[Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.]

By Order of the Board of Directors
For **Route Mobile Limited**

sd/-

Rathindra Das

Group Head-Legal, Company Secretary and Compliance Officer
FCS- 12663

Date: July 19, 2024
Place: Mumbai

Registered Office:

4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai - 400 064
CIN: L72900MH2004PLC146323
Email: investors@routemobile.com
Website: www.routemobile.com
Tel: 022 - 40337676 Fax: 022 - 40337650



EXPLANATORY STATEMENT

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013

1. Item No. 5:

1.1 Background

Route Mobile Limited (“**Company**”) is a provider of communications platform-as-a-service (“**CPaaS**”) and it offers omnichannel communication solutions to its customers, including: (a) automated SMS or WhatsApp notifications for order updates, appointment reminders and promotions, as well as voice-based and email solutions; and (b) artificial intelligence-based (“**AI**”) firewall analytics solutions to mobile network operators (“**MNOs**”) across the globe.

3M Digital Networks Private Limited (“**3M Digital**”) is a technology company which owns and operates a communication platform as a service that provides multi-channel communication services, A2P (application to person) messaging, and voice services across the globe which can be used by clients for sales, marketing, and communications, operations, authentication, and support (“**Platform Business**”).

1.2. Arm’s length pricing:

The related party transaction/contract/arrangement mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm’s length testing criteria. The related party transaction/contract/arrangement also qualifies as a transaction in the ordinary course of business.

1.3. Details of the BTA

Considering that the BTA will lead to various business and operational synergies i.e., the BTA will bring all CPaaS business of Proximus group under the Company, and the Company will leverage the human resources’ expertise of Proximus group to further grow its operations. This will result in value creation for the shareholders of the Company. To further illustrate, acquisition of 3M Digital’s platform along with key CPaaS talent across growth and engineering operations, will result in combination of

CPaaS related ‘Go-To-Market’ strategies within the Proximus group under the Company’s leadership. Accordingly, the Company is desirous of acquiring the Business Undertaking (*as defined in Annexure A(1)(d)*) from 3M Digital. Please note that the Business Undertaking shall be transferred on a ‘slump sale’ basis (*within the meaning of such term under Section 2(42C) of the Income Tax Act, 1961*) as a ‘going concern’ from 3M Digital to the Company in terms of the BTA. The undertaking set out below Annexure A (1) (d) below shall be transferred as part of the BTA. The Company and 3M Digital will provide each other with any and all relevant information, data, and documentation as requested by the latter, in view of the purpose of the arrangement.

- 1.4. Details of the proposed BTA between the Company and 3M Digital including the information pursuant to SEBI master circular number SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated 11 July 2023, are set out in **ANNEXURE A**.
- 1.5. Members may note that in terms of the provisions of the SEBI Listing Regulations, related parties as defined thereunder (whether such related party(ies)) is a party to the aforesaid transactions or not, shall not vote to approve Resolution under Item No. 5.
- 1.6. The proposed BTA shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company.
- 1.7. The board of directors of the Company, at its meeting held on July 19, 2024 on the approval and recommendation of the audit committee and subject to approval of the Shareholders, approved the above proposed BTA. According to SEBI Listing Regulations, the proposed related party transaction has been approved only by those members of the Audit Committee, who are independent directors.
- 1.8. None of the directors and/or key managerial personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or

indirectly, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

- 1.9.** All relevant documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at investors@routemobile.com.
- 1.10.** Based on the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 5 of this Notice to the shareholders for approval.
- 1.11.** Approval of shareholders is sought for the related party transaction which is a

one time transaction. Proposed limits of approval is based on the estimated value of related party transaction with a reasonable margin to accommodate any fluctuations in the valuation of 3M Digital, comprising of ₹4.97 crores, for FY 2024-25. The Members are further apprised that, the Company had recently sought shareholders' approval on certain related party transactions vide postal ballot notice dated May 8, 2024 which was approved on June 15, 2024. Since, on an aggregate level, the threshold had already exceeded, any incremental RPTs would require further approval from the Members as per the Listing Regulations. Hence, the Company is seeking approval of the Members for the aforesaid proposed transaction.

ANNEXURE A

Details of the proposed business transfer agreement between the Company and 3M Digital

Sr. No.	Particulars	Details
(I) Summary of information provided by the management to the Audit Committee		
(a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	<ul style="list-style-type: none"> • <u>Name</u>: Route Mobile Limited ("Company") and 3M Digital Networks Private Limited ("3M Digital") • <u>Nature of relationship</u>: <ul style="list-style-type: none"> (a) Proximus S.A./N.V. ("Proximus") is the holding company of Proximus Opal S.A./N.V. / promoter group of the Company (ultimate holding company) (b) Proximus also owns 100% shareholding of BICS S.A./N.V. (c) BICS S.A./N.V. owns 100% shareholding in Belgacom International Carrier Services Asia PTE Limited ("BICS Asia") and Belgacom International Carrier Services Spain SL ("BICS Spain"). (d) BICS Asia owns 99.99% shareholding and BICS Spain owns 0.01% shareholding in 3M Digital.
(b)	Name of the director or key managerial personnel who is related, if any and nature of relationship.	There is no common directorship between the Company and 3M Digital.
(c)	Nature of primary transactions.	The Business Undertaking (<i>defined below</i>) shall be transferred on a 'slump sale' basis (<i>within the meaning of such term under Section 2(42C) of the Income Tax Act, 1961</i>) as a 'going concern', pursuant to a business transfer agreement executed between 3M Digital and the Company.
(d)	Proposed transaction with the Company.	Transfer of the following undertaking by 3M Digital to the Company, comprising of: <ul style="list-style-type: none"> (a) The Platform and the following rights associated with the Platform: (i) all rights, title, interests, and ownership under any Applicable Laws (as defined in the draft BTA) or under common law, including moral rights, copyright, and/or any similar rights in the Platform in India, whether negotiable or not; (ii) any assignments, licenses, permissions, and grants in connection therewith; (iii) applications for any of the foregoing and the right to apply for them in India with respect to the Platform, subject to the laws of the said jurisdiction; (iv) right to obtain and hold appropriate registrations in relation to the Platform in India and all extensions and / or renewals thereof; (v) causes of action in the past, present, or future, related thereto, including the rights to damages and profits, due or accrued, arising out of past, present, or future infringements or violations thereof the right to sue for and recover the same, in India; and (vi) all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future ("Platform Rights"); (b) all persons employed by 3M Digital exclusively for the Business Undertaking and any new persons hired by 3M Digital for the Business Undertaking (with the consent of the Company) between the Execution Date (as defined in the draft BTA) and the Closing Date (as defined in the draft BTA), as agreed between 3M Digital and the Company on the Closing Date, along with any and all contributions, benefits and schemes in relation to such employees ("Assumed Employees"); (c) all benefits of the contracts, arrangements, licences and other commitments relating to the Business Undertaking: (i) including the Assignment Contracts (as defined in the draft BTA) and the Novation Contracts (as defined in the draft BTA); and (ii) excluding all contracts of employment (other than contracts of employment of the Transferred Employees (as defined in the draft BTA) ("Contracts"); (d) all rights, title and interests in all files, documents, written opinions, instruments, papers, documents and other material (however recorded) relating to the Business Undertaking (including those containing Business Information (as defined below);

Sr. No.	Particulars	Details
(e)		<p>all information in any tangible form, including, but not limited to in paper, electronically stored data, magnetic media, microfiche, film and microfilm, and whether or not confidential, including all data, research, development and project reports, progress reports, quality assurance and testing procedures, manuals and records, instruction, training, user manuals, maintenance and repair manuals, tables of operating conditions, market forecasts, quotations and tenders, customer and supplier lists, marketing methods and procedures, technical literature and brochures and any other technical, industrial and commercial information and techniques, including but not limited to the relevant documents in relation to the Platform Rights, Platform, drawings, formulae, test results, operation and manufacturing procedures, shop practices, instruction and training manuals, tables of operating conditions, market forecasts, specifications, all correspondences between 3M Digital and the relevant third parties pertaining to each of the Contracts, IT Systems (as defined below) and Receivables (as defined in the draft BTA); all correspondences (including registrations and filings) between 3M Digital and any Governmental Authority (as defined in the draft BTA) in relation to the Business Undertaking; and any other information which is relevant and relates to the Business Undertaking;</p> <p>all Hardware (as defined in the draft BTA), Software (as defined in the draft BTA), and other information technology equipment and any other items that connect with any or all of them which in each case are owned or used by 3M Digital for the purposes of the Business Undertaking ("IT Systems");</p> <p>the goodwill of 3M Digital in and relating to the Business Undertaking together with an exclusive right to the Company to represent itself as carrying on the Business Undertaking as a going concern in succession to 3M Digital;</p> <p>all amounts owing to 3M Digital as at Closing (as defined in the draft BTA) under the BTA in connection with the Business Undertaking, including items that are identified as receivables in the Management Accounts (as defined in the draft BTA);</p> <p>all cash amounts belonging to customers of the Business Undertaking which are held by 3M Digital as deposits, pre-payments, input tax credits or instalments for products/ services to be provided by the Business Undertaking on or after Closing ("Attributed Cash") (points (a) to (i) collectively referred to as "Assets");</p> <p>the following outstanding liabilities (whether actual or contingent), and obligations relating to the Business Undertaking as at the Closing Date, as set out below ("Assumed Liabilities"): <ul style="list-style-type: none"> i. all liabilities for trade accounts payable arising in connection with the Business Undertaking; ii. all liabilities arising in connection with, or relating to, the Assets; and iii. the liabilities and obligations towards the Assumed Employees (in the manner described in the draft BTA). </p> <p>but excluding cash in hand (except Attributed Cash), intellectual property rights other than such rights as may be comprised in the Platform Rights, activities undertaken by 3M Digital other than Business Undertaking ("Excluded Assets"), all liabilities pertaining to, in connection with and relating to Excluded Assets, and all liabilities pertaining to the Business Undertaking that relate to or arise from the period prior to the Closing Date, which have not been disclosed in the accounts provided to the Company.</p> <p>(points (a) to (k) collectively referred to as "Business Undertaking")</p>
(e)	Tenure of the transaction	FY 2024-25 (One-time acquisition on a 'slump sale' basis)




Sr. No.	Particulars	Details
(f)	Nature, material terms, monetary value and particulars of contracts or arrangement.	The Business Undertaking shall be transferred on a 'slump sale' basis (within the The Business Undertaking shall be transferred on a 'slump sale' basis (within the meaning of such term under Section 2(42C) of the Income Tax Act, 1961) as a 'going concern', pursuant to a business transfer agreement executed between 3M Digital and the Company (" BTA "). The BTA shall contain clauses customary to an agreement of this nature. The consideration under the BTA shall be ₹4.97 crores.
(g)	Value of the proposed transactions for which approval is sought from the shareholders.	The transaction is proposed to be entered into by the Company, pursuant to this resolution, during the FY 2024-25 for amount upto ₹4.97 crores.
(h)	Transactions with the related party for the preceding financial year.	Nil.
(i)	Percentage of annual consolidated turnover considering FY 2023-'24 as the immediately preceding financial year represented by the value of the proposed transaction.	<ul style="list-style-type: none"> Company's annual consolidated turnover for the FY 2023-'24: ₹4,023.3 crores. Consideration under the BTA: ₹4.97 crores. Percentage against the annual consolidated revenue: FY 2023-'24: 0.123%. <p><i>Note: The percentage above is based on the consolidated turnover of FY 2023-'24.</i></p>
(j)	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	<ul style="list-style-type: none"> 3M Digital's annual consolidated turnover for 2023-'24 (Unaudited): ₹31.88 crores. Percentage re 3M Digital's annual consolidated turnover: 15.58%. <p><i>Note: The percentage above is based on the consolidated turnover of FY 2023-'24.</i></p>
(2)	Justification/economic benefits to the Company pursuant to the proposed RPT	
(a)	Benefits and justification as to why the RPT is in the interest of the listed entity.	BTA will lead to various business and operational synergies i.e., the BTA will bring all CPaaS business of Proximus group under the Company, and the Company will leverage the human resources' expertise of Proximus group to further grow its operations. This will result in value creation for the shareholders of the Company. To further illustrate, acquisition of 3M Digital's platform along with key CPaaS talent across growth and engineering operations, will result in combination of CPaaS related 'Go-To-Market' strategies within the Proximus group under the Company's leadership.
(b)	Details about valuation/arm's length and ordinary course of business.	<ul style="list-style-type: none"> The proposed BTA shall be carried out at a valuation provided by a reputed external independent consulting firm/registered valuer. The proposed BTA mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The proposed BTA shall in the ordinary course of business of the Company.
(3)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary – Not applicable	
(4)	Any other information that may be relevant.	All material facts with respect to the proposed RPT form part of this explanatory statement pursuant to Section 102(1) of the Companies Act, 2013.

Appendix 1

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

[Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the ICSI]

Mr. Rajdipkumar Gupta	
Name of the Director	
DIN	01272947
Designation / Category of Directorship	Managing Director and Group Chief Executive Officer ('MD & GCEO')
Age	48 years
Date of first appointment on the Board	May 15, 2004
Qualification	Bachelor's degree in Science (Physics) & Master's diploma in Software Engineering.
Experience	Over 25 years
Expertise in specific functional Areas	All functions of the Company including technology and R&D, M&A, market development, sales and brand management, innovation in service delivery and general administration.
Remuneration proposed to be paid	Being an Executive Director, effective May 1, 2024 Mr. Rajdipkumar Gupta will be paid an amount not exceeding ₹4,15,00,000/- per annum (including further other perquisites) and an increment not exceeding 15% per annum, if any, during the subsequent years. Mr. Gupta will not be entitled to any sitting fees for attending the meetings of the Board/ Committees. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Hence, in terms of Section 152 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, Mr. Rajdipkumar Gupta, Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment.
Last drawn Remuneration	₹ 1.50 crores from Route Mobile Limited and GBP 48,000 from Route Mobile (UK) Ltd. during FY 2023-'24.
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Rajdipkumar Gupta is not related to any Directors, Manager and other Key Managerial Personnel of Route Mobile Limited. Do note that Mr. Sandipkumar Gupta, brother of Mr. Rajdipkumar Gupta, serves as a Non-Executive, Non-Independent Director, on the Board of Proximus Opal, a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium ("Opal"), the holding company of Route Mobile Limited ("Company").
Number of Board Meetings attended during the FY 2023-'24	Eight (8) meetings.
Directorships held in other Companies	<ol style="list-style-type: none"> Call 2 Connect India Private Limited Send Clean Private Limited (fka Cellent Technologies (India) Pvt Limited) Route Ledger Technologies Private Limited (fka Sphere Edge Consulting India Private Limited) Route Connect Private Limited 29 Three Holidays Private Limited Horizon Sports India Private Limited Cobx Gaming Private Limited Zon Hotels Private Limited Sanraj Family Ventures Private Limited Sanraj Healthcare Private Limited Route Energy Private Limited
Member/ Chairperson of committees of the Other Company	None
Names of listed entities from which resigned in the past three years	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	None

Note: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.