



# NOTICE

**NOTICE** is hereby given that the Twenty First ("21<sup>st</sup>") Annual General Meeting ("AGM") of the members of Route Mobile Limited ("Company") will be held on Friday, September 12, 2025 at 3:30 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses.

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Directors' and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To declare a dividend of ₹ 2/- per equity share of the face value of ₹ 10 each (20%) for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Mark James Reid (DIN: 10498698) who retires by rotation and, being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. To appoint M/s. Makarand M. Joshi & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.

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

**"RESOLVED THAT** pursuant to Section 204 the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Firm Registration Number: P2009MH007000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 on such terms as decided and incorporated in their scope of work including payment of professional fees of ₹ 3,65,000 (10% increment in fees every year subject to review and as agreed by the Board of Directors) (plus GST, excluding Govt. Statutory fees, and out of pocket expenses).

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

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

**Tejas Shah**

Company Secretary & Compliance Officer  
ICSI Membership No. A34829

Date: July 17, 2025

Place: Mumbai

### Registered Office:

SanRaj Corporate Park - 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor  
Mind Space, Malad (West), Mumbai – 400 064  
CIN: L72900MH2004PLC146323  
Email: [investors@routemobile.com](mailto:investors@routemobile.com)  
Website: [www.routemobile.com](http://www.routemobile.com)  
Tel: 022 - 40337676 Fax: 022 – 40337650

## NOTES:

1. In accordance with the provisions of the Companies Act, 2013 ("**Act**") read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, 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/2024/133 dated October 3, 2024 ("**SEBI Circulars**") issued by the Securities and Exchange Board of India ("**SEBI**"), (together referred as "**Applicable Circulars**"), Companies are allowed to hold AGM through VC/OAVM up to September 30, 2025, 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 21<sup>st</sup> AGM of the members for the Financial Year ("FY") 2024-25 will be held through VC/OAVM.

In compliance with the applicable circulars, the Notice of the AGM alongwith the Annual Report for the FY 2024-25 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 2024-25 only to those Member who specifically request for the same at [investors@routemobile.com](mailto: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 FY 2024-25 will also be available on the Company's website at [www.routemobile.com](http://www.routemobile.com), websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Additionally, as per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), a letter providing the weblink of the Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/ DPs/ KFinTech.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

2. The information to be provided under Listing Regulations and the Secretarial Standard-2 on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Business are annexed hereto as Appendix 1.
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 NSDL e-Voting website at [www.evoting.nsdl.com](http://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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM.
5. Members may note that the Board, at its meeting held on May 7, 2025, has recommended a final dividend of ₹ 2 per equity share of the face value of ₹ 10 each (20%) for the FY 2024-25, subject to the approval of the Members at the AGM. The record date determining the entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM is Thursday, August 28, 2025.

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 dematerialised form as per the data as may be made available by the Depositories, as of close of business hours on Thursday, August 28, 2025; 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 of the close of business hours on Thursday, August 28, 2025.

6. 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 TDS from dividend paid to shareholders at 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 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 31, 2025. 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 DPs or in case shares are held in physical form, with KFinTech, by sending documents through e-mail by August 28, 2025.
- b) For further details and formats of declaration, please refer to 'General Communication on Tax Deduction' dated July 31, 2025 available on Company's website at <https://routemobile.com/wp-content/uploads/2025/07/Route-Mobile-Limited-General-Communication-on-Tax-Deduction-at-Source-on-Dividend.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.

7. 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.

## 8. Updation of PAN, KYC and Nomination Details:

SEBI vide Master Circular No. SEBI/HO/ MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, 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 April 1, 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, KFinTech, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).**

In terms of SEBI Circular 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/ Mutual Fund 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 company website <https://routemobile.com/registrar-share-transfer-agent/>. 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.

## 9. 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 dematerialised mode) and with KFintech, Company's 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 authorised 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 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@kfntech.com](mailto:einward.ris@kfntech.com) with the subject line: **RML KYC Updation - Shares.**

4. Members are requested to send the following details/documents to the Company's RTA, KFintech at [einward.ris@kfntech.com](mailto:einward.ris@kfntech.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 28, 2025 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.



**10.** Any person who has not registered his/her e-mail address or has become a Member of the Company after dispatch of this Notice, and therefore annual report and this AGM Notice could not be sent, may write to [investors@routemobile.com](mailto:investors@routemobile.com) to receive the copies of the Annual Report of FY 2024-25 and AGM Notice.

**11. 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.

**12.** Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or with the Company Secretary by writing at [investors@routemobile.com](mailto:investors@routemobile.com). Members are requested to note that dividends, if not encashed 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.

**13.** 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://routemobile.com/wp-content/uploads/2021/12/Form-No.-SH-13.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/wp-content/uploads/2021/12/Form-ISR-3.pdf>. 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.

**14.** The format of the Register of Members prescribed by the Ministry of Corporate Affairs 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.

**15.** 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 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/wp-content/uploads/2022/02/Form-ISR-4.pdf>. 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 has mandated that all requests for transfer, transmission and transposition requests shall be processed only in dematerialised form. Members can contact the Company or RTA, for assistance in this regard.

16. 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.
17. 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.
18. 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.
19. 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., **September 12, 2025** 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](mailto: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](mailto: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".

## 20. 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 on the Company's email-id [investors@routemobile.com](mailto:investors@routemobile.com), before 5:00 P.M. (IST) September 5, 2025 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.

## 21. Dispute Resolution:

SEBI has established a Common Online Dispute Resolution ("ODR portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is also available on Company's website at [www.routemobile.com](http://www.routemobile.com).

## 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 Secretarial Standards on General Meetings (SS-2) issued by the ICSI and Regulation 44 of Listing Regulations (as amended), 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 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. September 5, 2025 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://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. Friday, September 5, 2025 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 Friday, September 5, 2025.
- 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 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., Friday, September 5, 2025 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), Tuesday, September 9, 2025 and ends on 5:00 P.M. (IST), Thursday, September 11, 2025.** 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., September 5, 2025, 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 authorised signatory(ies) who are authorised to attend & vote at the AGM, to the Scrutiniser by e-mail latest by September 5, 2025, to [dhrumil@dmshah.in](mailto:dhrumil@dmshah.in) or [dhiraj@dmshah.in](mailto:dhiraj@dmshah.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). The scanned image of the above-mentioned documents should be in the naming format "Route Mobile Limited- 21<sup>st</sup> AGM/ SEPTEMBER, 2025". Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF's, NRI's 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](http://www.evoting.nsdl.com) to reset the password.

- e) In case of any queries, 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on





"e-voting facility provided by Listed Entities", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs 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.

Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Type of Members	Log-in Method
<b>For Individual Shareholders holding securities in Dematerialised mode with NSDL.</b>	<p><b>1. OTP Based Login</b></p> <ol style="list-style-type: none"> <li>For OTP based login click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>Enter the OTP received on your registered email ID/mobile number and click on login.</li> <li>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p><b>2. NSDL IDeAS facility</b></p> <p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" available under 'IDeAS' section.</li> <li>On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol> <p><b>B. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select "Register Online for IDeAS Portal") or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed with completing the required fields.</li> </ol>





Type of Members	Log-in Method
	<p><b>3. e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on personal computer or on a mobile phone</li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<b>For Individual Shareholders holding securities in Dematerialised mode with CDSL.</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>For Individual Shareholders (holding securities in Dematerialised mode) login through their DPs.</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

**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 Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000

Individual shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

**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 signing 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 1456001***

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](https://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](https://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](mailto: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 companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
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 E-mail 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](mailto: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/ DPs. 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 Members 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 members 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. Further members can also use OTP based login for logging into the e-voting system of NSDL.

- b) The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors 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 WiFi 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](mailto: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. Registration as Speaker Shareholder:

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), Tuesday, September 9, 2025 and 5:00 P.M. (IST), Thursday, September 11, 2025 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](mailto: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](mailto: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.Dhrumil M.Shah(Membership No.:F8021, Certificate of Practice No.: 8978), Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, and in his absence Mr. Dhiraj Ravindra Palav (Membership No.: A61639, Certificate of Practice No.: 26159), Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries as the 'Scrutiniser' ("**Scrutiniser**") to



- scrutinise 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 scrutiniser, 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 Scrutiniser 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 Scrutiniser'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 Scrutiniser's Report shall be placed on the Company's website at [www.routemobile.com](http://www.routemobile.com) and on the website of NSDL on [www.evoting.nsdl.com](http://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., September 12, 2025.
  - 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](http://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.]



**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**Item No. 4:**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Securities and Exchange Board of India ("SEBI") vide its notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. April 1, 2025, every Listed Company based on the recommendation of the Board of Directors shall appoint or re-appoint, with the approval of its shareholders in its Annual General Meeting:

- a) An Individual as Secretarial Auditor for not more than one term of five consecutive years; or
- b) Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

In the light of aforesaid, the Board at its meeting held on May 7, 2025, based on recommendation of the Audit Committee, after evaluating and considering

various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries ("MMJC") (Firm Registration Number: P2009MH007000), a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members at its ensuing Annual General Meeting.

MMJC have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. MMJC has confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of Listing Regulations, provisions of Section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

**Other Information:**

Particulars	Details
Proposed audit fee payable to auditors	<p>The fees proposed to be paid to MMJC towards secretarial audit is ₹ 3,65,000 (excluding taxes) (inclusive of Corporate Governance Certification, Annual Secretarial Compliance Report and Certification for non-disqualification of directors) for the first year of engagement and thereafter 10% increment in fees every year subject to review and as agreed by the Board of Directors.</p> <p>The said remuneration shall exclude other certification fee, applicable taxes, and out of pocket expenses.</p>
Terms of appointment	<p>The Secretarial Auditor would be appointed for period of 5 consecutive years commencing from financial year 2025-26 till financial year 2029-30.</p>
Material changes in fee payable and rationale thereof	<p>The proposed fees are consistent with those charged to comparable clients, taking into consideration scope and complexity of the work as well as the specific compliance requirements. Further, the enhanced regulatory horizon and obligations have been considered while arriving at fees.</p> <p>Total fees paid to Dhrumil M. Shah &amp; Co. LLP (outgoing auditor) amounts to ₹ 3,20,000 (excluding taxes) for FY 2024-25.</p>



Particulars	Details
Basis of recommendation and auditor credentials	<p>The Board, based on the credentials of the firm and partners clientele, technical expertise, capacity and eligibility criteria prescribed under Listing Regulations recommends appointment of MMJC as secretarial auditors of the Company.</p> <p><b>Profile:</b></p> <p>MMJC is a leading firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognised for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, and Merger &amp; Acquisition.</p> <p>MMJC has developed specialised internal teams dedicated for Research &amp; Development, Audit, M&amp;A, quality review etc. As MMJC progresses on its journey into the future, it remains firmly dedicated to empowering its clients and maintaining the highest standards of corporate governance.</p>

Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 4 of this Notice for appointment of secretarial auditors for a period of five consecutive years.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested in the said resolution.

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

**Tejas Shah**

Company Secretary & Compliance Officer  
ICSI Membership No. A34829

Date: July 17, 2025  
Place: Mumbai

**Registered Office:**

SanRaj Corporate Park -4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor  
Mind Space, Malad (West), Mumbai – 400 064  
CIN: L72900MH2004PLC146323  
Email: [investors@routemobile.com](mailto:investors@routemobile.com)  
Website: [www.routemobile.com](http://www.routemobile.com)  
Tel: 022 - 40337676 Fax: 022 – 40337650

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ARE GIVEN HEREUNDER.**

<b>Name of the Director</b>	<b>Mr. Mark James Reid</b>
Director Identification Number	10498698
Designation and Category of Director	Chairman & Non-Executive Non-Independent Director
Date of Birth and Age	08/10/1971 (54 years)
Date of First Appointment on the Board	May 8, 2024
Qualification	<ul style="list-style-type: none"> <li>Honors Degree in Aeronautical Engineering from Glasgow University.</li> <li>Chartered Accountant with the certification from the Chartered Institute of Management Accountants (CIMA).</li> </ul>
Experience	30 years
Brief resume/Expertise in specific functional Areas	Mr. Reid previously worked as the Chief Financial Officer for Liberty Global's Central European Region in Zurich for five years. Prior to that, he was the Deputy CFO at Virgin Media in London, also part of Liberty Global. He also held senior financial roles in International Telecom, Digital Media & Travel companies. Currently he is an ad interim CEO Proximus Global S.A.
Remuneration proposed to be paid	Nil
Last drawn Remuneration	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of Board Meetings attended during the FY 2024-25	Five (5) meetings
Directorships held in other Companies (as on March 31, 2025)	<ol style="list-style-type: none"> <li>Belgacom International Carrier Service S.A</li> <li>Proximus Global S.A.</li> </ol>
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:	None
(a) Own	
(b) For other persons on a beneficial basis	