

# Annexure 8

## Form No. MGT - 9 Extract of Annual Return As on Financial Year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. Registration and other Details:

<b>CIN</b>	<b>U72900MH2004PLC146323</b>
<b>Registration Date</b>	14 <sup>th</sup> May, 2004
<b>Name of the Company</b>	Route Mobile Limited
<b>Category / Sub-Category of the Company</b>	Company Limited by shares/ Indian Non-Government Company
<b>Address of the Registered office and contact details</b>	4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind space, Malad (West), Mumbai - 400 064. Tel . No.: +91-22-40337676 / 77-99 Fax No.: +91-22-40337650 Email: complianceofficer@routemobile.com
<b>Whether listed Company</b>	No
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any.</b>	KFin Technologies Private Limited Selenium, Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana. Tel: (040) 6716 2222 Fax: (040) 2343 1551 Email: einward.ris@kfintech.com

### II. Principal business activities of the Company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of main products/ services	NIC Code of the product/service	% to total turnover of the Company
1.	Other Information Service activities	63999	95.63%

### III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section of the Companies Act, 2013
<b>Subsidiaries (held directly)</b>					
1.	<b>Sphere Edge Consulting (India) Private Limited</b> Address: - Office 408, Evershine Mall, Mind Space New Link Road, Malad (West), Mumbai – 400 064.	U74140MH2007PTC171900	Subsidiary	100%	2(87)
2.	<b>Cellent Technologies (India) Private Limited</b> Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad (West), Mumbai – 400 064.	U64202MH2003PTC140310	Subsidiary	100%	2(87)
3.	<b>Start Corp India Private Limited</b> Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad West, Mumbai – 400 064.	U72900MH2004PTC149576	Subsidiary	100%	2(87)

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section of the Companies Act, 2013
4.	<b>Route Mobile (UK) Limited</b> Address: - 183-189 The Vale, London, W3 7RW, UK.	7733317	Subsidiary	100%	2(87)
5.	<b>Routesms Solutions FZE</b> Address: - Al-401B, Building No. A1, Al Hamra Industrial Zone-FZ, RAK, United Arab Emirates	RAKIA 72FZ3 01 13 6543	Subsidiary	100%	2(87)
6.	<b>Routesms Solutions Nigeria Limited</b> Address:- Suite 202, 2 <sup>nd</sup> Floor, AHCN Towers, CIPM Road, Central Business District, Alausa, Ikeja, Lagos.	RC 1217910	Subsidiary	100%	2(87)
7.	<b>Route Mobile Pte. Ltd.</b> Address: - 23 New Industrial Road #04-09 Solstice Business Center, Singapore 536209.	201628553C	Subsidiary	100%	2(87)
8.	<b>Call 2 Connect India Private Limited</b> Address: - 401, Fourth Floor, Evershine Mall, New link Road, Malad West, Mumbai – 400064.	U72900MH2003PTC140693	Subsidiary	100%	2(87)
9.	<b>Route Connect Private Limited</b> Address: - 401, Fourth Floor, Evershine Mall, Meter Cabin No. 1, New Link Road, Malad West, Mumbai – 400064.	U74999MH2018PTC307385	Subsidiary	74%	2(87)

#### Subsidiaries (held indirectly)

10.	<b>Route Mobile Limited</b> Address: Adjacent Royal Mart Building, Off The Tseaddo- Zenith University Road, Accra, PO BOX OS1785, OSU, Greater Accra, Ghana	CS108532016	Subsidiary	70%	2(87)
11.	<b>Route Mobile Inc.</b> Address: 3240 Estate Street Ext. Hamilton, NJ 08619 Mercer (Commonwealth of Virginia)	N.A.	Subsidiary	100%	2(87)
12.	<b>Route Connect (Kenya) Limited</b> Address: Standard House, Plot Number 209/4045, House Number 10, Nairobi, Standard Street, P. O. Box 67290-00200, City Square, Kenya	PVT-ZQULJVZ	Subsidiary	100%	2(87)
13.	<b>365squared Ltd</b> Address: Velzon Building, Block B, Pantar Road, Lija, Malta.	C58493	Subsidiary	100%	2(87)
14.	<b>Route Mobile Nepal Private Limited</b> Address: K.M.N.P. Wada No. 11, Thapathali, Kathmandu	189885/74/075	Subsidiary	100%	2(87)
15.	<b>Route Mobile Lanka (Private) Limited</b> Address: No. 47, Alexandra Place, Colombo 07.	PV131044	Subsidiary	100%	2(87)
16.	<b>Route Mobile (Bangladesh) Limited</b> Address: South Breeze Centre, 9 <sup>th</sup> Floor, Building No. 5, Road No. 11, Block-G, Banani, Dhaka-1213	C-144611/2018	Subsidiary	99.99%	2(87)
17.	<b>Route Mobile Malta Limited</b> Address: Velzon Building, Block B, Pantar Road, Lija, Malta.	C 85771	Subsidiary	100%	2(87)
18.	<b>Route Mobile Uganda Limited</b> Address: Ntinda Complex, Block B, Plot 33 Minds Road, 3 <sup>rd</sup> Floor, P.O.Box 40411, Nakawa, Uganda.	80020000743039	Subsidiary	100%	2(87)
19.	<b>Routesms Solutions Zambia Limited</b> Address: 2 <sup>nd</sup> Floor, Lotti House, Suite 5, Western Wing, Lusaka, P.O.Box 39114	120180009429	Subsidiary	99.99%	2(87)
20.	<b>Route Mobile L.L.C.</b> Address: 403, 4 <sup>th</sup> Floor, One by Omnyat, Business Bay, PO Box 211743, Dubai, UAE.	1244863	Subsidiary	49%	2(87)
21.	<b>Spectrum Telecom FZ-LLC</b> Address: SD2-34, Ground Floor, Building 16, Dubai, UAE.	96252	Subsidiary	100%	2(87)

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

##### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	4,30,00,000	-	4,30,00,000	86	4,30,00,000	-	4,30,00,000	86	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other - Trust	50,00,000	-	50,00,000	10	50,00,000	-	50,00,000	10	-
<b>Sub-total(A)(1):</b>	<b>4,80,00,000</b>	<b>-</b>	<b>4,80,00,000</b>	<b>96</b>	<b>4,80,00,000</b>	<b>-</b>	<b>4,80,00,000</b>	<b>96</b>	<b>-</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>4,80,00,000</b>	<b>-</b>	<b>4,80,00,000</b>	<b>96</b>	<b>4,80,00,000</b>	<b>-</b>	<b>4,80,00,000</b>	<b>96</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Trust	20,00,000	-	20,00,000	4	20,00,000	-	20,00,000	4	-
<b>Sub-total (B)(1):</b>	<b>20,00,000</b>	<b>-</b>	<b>20,00,000</b>	<b>4</b>	<b>20,00,000</b>	<b>-</b>	<b>20,00,000</b>	<b>4</b>	<b>-</b>
(2) Non-Institutions									

a) Bodies Corp.										
i) Indian	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
i) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-
ii) Trusts	-	-	-	-	-	-	-	-	-	-
iii) Non Resident Indians / Foreign Nationals	-	-	-	-	-	-	-	-	-	-
iv) Clearing Members	-	-	-	-	-	-	-	-	-	-
v) Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-	-
vi) NBFCs Registered with RBI	-	-	-	-	-	-	-	-	-	-
vii) Investor Education and Protection Fund Authority Ministry of Corporate Affairs	-	-	-	-	-	-	-	-	-	-
viii) HUF	-	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>20,00,000</b>	-	<b>20,00,000</b>	<b>4</b>	<b>20,00,000</b>	-	<b>20,00,000</b>	<b>4</b>	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5,00,00,000</b>	-	<b>5,00,00,000</b>	<b>100</b>	<b>5,00,00,000</b>	-	<b>5,00,00,000</b>	<b>100</b>	-	-

ii. Shareholding of Promoter and Promoter Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2019)			Shareholding at the end of the year (As on March 31, 2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Mr. Sandipkumar Gupta	1,44,00,000	28.80	-	1,44,00,000	28.80	-	-
2.	Mr. Rajdipkumar Gupta	1,44,00,000	28.80	-	1,44,00,000	28.80	-	-
3.	Sandipkumar Chandrakant Gupta (CC Gupta Family Trust)	50,00,000	10	-	50,00,000	10	-	-
4.	Mr. Chandrakant Gupta	23,00,000	4.60	-	23,00,000	4.60	-	-
5.	Mrs. Chamelidevi Gupta	23,00,000	4.60	-	23,00,000	4.60	-	-
6.	Mrs. Sunita Gupta	43,20,000	8.64	-	43,20,000	8.64	-	-
7.	Mrs. Sarika Gupta	43,20,000	8.64	-	43,20,000	8.64	-	-
8.	Sandipkumar Gupta (HUF)	3,00,000	0.60	-	3,00,000	0.60	-	-
9.	Rajdipkumar Gupta (HUF)	3,00,000	0.60	-	3,00,000	0.60	-	-
10.	Chandrakant Gupta (HUF)	3,60,000	0.72	-	3,60,000	0.72	-	-
	<b>Total</b>	<b>4,80,00,000</b>	<b>96</b>	<b>-</b>	<b>4,80,00,000</b>	<b>96</b>	<b>-</b>	<b>-</b>

iii. **Change in Promoter and Promoter Group's Shareholding:** There is no change in Promoter and Promoter Group's Shareholding during the year 2019-'20.

iv. **Shareholding Pattern of Top Ten Shareholders**  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Nitan Chhatwal (Krisharya Trust)				
	At the beginning of the year	20,00,000	4	20,00,000	4
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	<b>At the end of the year</b>	<b>20,00,000</b>	<b>4</b>	<b>20,00,000</b>	<b>4</b>

**Note:** The above information is based on the weekly beneficiary position received from the depositories.

v. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding		Date	Increase/ (Decrease)	Reason	Cumulative Shareholding during the year (1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020)	
		No. of shares at the beginning	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Mr. Sandipkumar Gupta	1,44,00,000	28.80	01/04/2019	-	-	1,44,00,000	28.80
		1,44,00,000	28.80	31/03/2020	-	-	1,44,00,000	28.80
2.	Mr. Rajdipkumar Gupta	1,44,00,000	28.80	01/04/2019	-	-	1,44,00,000	28.80
		1,44,00,000	28.80	31/03/2020	-	-	1,44,00,000	28.80
3.	Mr. Chandrakant Gupta	23,00,000	4.6	01/04/2019	-	-	23,00,000	4.6
		23,00,000	4.6	31/03/2020	-	-	23,00,000	4.6
4.	Mrs. Sudha Navandar	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
5.	Mr. Ramachandran Sivathanu	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
6.	Mr. Ankit Paleja <sup>1</sup>	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
7.	Mr. Nimesh Salot <sup>2</sup>	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
8.	Mr. Suresh Jankar Chief Financial Officer	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-
9.	Mr. Rathindra Das Head Legal, Company Secretary and Compliance Officer	-	-	01/04/2019	-	-	-	-
		-	-	31/03/2020	-	-	-	-

<sup>1</sup>Resigned as Independent Director effective January 31, 2020

<sup>2</sup>Appointed as an Additional and Independent Director w.e.f. February 12, 2020

**V. Indebtedness: Indebtedness of the Company including interest outstanding / accrued but not due for payment:**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Amount in ₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	20,83,60,892			20,83,60,892
ii) Interest due but not paid				
iii) Interest accrued but not due	6,50,233			6,50,233
<b>Total (i+ii+iii)</b>	<b>20,90,11,125</b>			<b>20,90,11,125</b>
Change in Indebtedness during the financial year				
i) Addition	37,35,56,054	2,52,98,136		39,88,54,190
ii) Reduction	-20,06,00,341			-20,06,00,341
<b>Net Change</b>	<b>17,29,55,713</b>	<b>2,52,98,136</b>		<b>19,82,53,849</b>
Indebtedness at the end of the financial year				
i) Principal Amount	38,19,66,838	2,52,98,136		40,72,64,974
ii) Interest due but not paid	20,42,405			20,42,405
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>38,40,09,243</b>	<b>2,52,98,136</b>		<b>40,93,07,379</b>

**Note:** Entire amount of Unsecured Loans pertains to liabilities created as per IndAS 116 Leases

**VI. Remuneration of Directors and Key Managerial Personnel**

a) Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (in ₹)
		Mr. Rajdipkumar Gupta Managing Director and Group CEO	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50,00,000	50,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	<b>Total (A)</b>		<b>50,00,000</b>
	Ceiling as per the Companies Act, 2013 ("the Act") (being 5% of the net profit of the Company calculated as per section 198 of the Act).		<b>52,91,809</b>

**Note:** Mr. Rajdipkumar Gupta was entitled to a total salary of ₹ 52,91,809 (being 5% of ₹ 10,58,36,198, being the net profit of FY 2019-'20 computed as per section 198 of the companies act, 2013) during the FY 2019-'20. The Company during the year from April 1, 2019 to September 30, 2019 had paid Rs 50,00,000 (rupees Fifty Lakhs only) as managerial remuneration to Mr. Rajdipkumar Gupta. During the year, the Company had opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") (one-time tax settlement: refer Note 42 to the Standalone Financial Statement for details). Considering the past performance trend of the Company and the aforesaid exceptional expense, it was projected that the profits for the financial year 2019-'20 could be inadequate under the relevant provisions of the Companies Act, 2013 for computing the managerial remuneration paid/to be paid to Mr. Rajdipkumar Gupta till September 30, 2019 and also for F.Y. 2019-20 as a whole. Accordingly, Shareholders prior approval in the extra-ordinary general meeting held on February 11, 2020 was taken in terms of Section 197 of the Companies Act, 2013, for the waiver of the excess remuneration paid to Mr. Rajdipkumar Gupta if there are inadequate profits during the financial year 2019-'20. As a consequence to that and in order not to breach the prescribed limits, no further salary was paid to Mr. Rajdipkumar Gupta post September 30, 2019.

b) Remuneration to Other Directors

Sr. No.	Name of the Directors	Fee for attending board / committee meeting*	Commission	Others	Total (Amount in ₹)
<b>1.</b>	<b>Independent Directors</b>				
	Mr. Ankit Paleja <sup>1</sup>	50,000	-	-	50,000
	Mrs. Sudha Navandar	2,50,000	-	-	2,50,000
	Mr. Ramachandran Sivathanu	3,00,000	-	-	3,00,000
	Mr. Nimesh Salot <sup>2</sup>	1,00,000			1,00,000
	Total (1)	7,00,000	-	-	7,00,000
<b>2.</b>	<b>Other Non-Executive Directors</b>				
	Mr. Chandrakant Gupta	1,25,000	-	-	1,25,000
	Mr. Sandipkumar Gupta	3,00,000	-	-	3,00,000
	Total (2)	4,25,000	-	-	4,25,000
	<b>Total B = (1+2)</b>	<b>11,25,000</b>	-	-	<b>11,25,000</b>
Ceiling as per the Act (being 1% of the net profits of the Company calculated as per section 198 of the Act)					<b>10,58,361</b>
Total Managerial Remuneration (A+B)					<b>50,00,000</b>
Overall Ceiling as per the Act (being 11% of Net Profits of the Company calculated as per section 198 of the Act)					<b>1,16,41,981</b>

\*sitting fees not covered under Section 197 of the Companies Act, 2013.

<sup>1</sup>Resigned as Independent Director effective January 31, 2020

<sup>2</sup>Appointed as an Additional and Independent Director w.e.f. February 12, 2020

c) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in ₹)		Total
		Mr. Suresh Jankar Chief Financial Officer	Mr. Rathindra Das Head Legal, Company Secretary and Compliance Officer	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	56,45,178	28,89,006	85,34,184
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option <sup>1</sup>	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, specify	-	-	-
6.	Employer contribution to provident fund and other funds	N.A.	N.A.	N.A.
7.	Variable Bonus	-	-	-
	<b>Total</b>	<b>56,45,178</b>	<b>28,89,006</b>	<b>85,34,184</b>

<sup>1</sup> Remuneration of KMPs does not include perquisite value of stock options granted/vested during FY 2019-'20. No stock option was exercised during the year.

**VII. Penalties / Punishment/ Compounding of Offences (Under Companies Act, 2013): None**

On behalf of the Board of Directors

**Date:** August 25, 2020  
**Place:** Mumbai

**Chandrakant Gupta**  
Chairman