

ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323

Registered & Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400064

Tel: +91 (22) 4033 7676 | Fax: +91 (22) 4033 7650

Website: www.routemobile.com | Email: investors@routemobile.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
9:00 A.M. (IST), Tuesday, February 22, 2022	5:00 P.M. (IST), Wednesday, March 23, 2022

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021, 23rd June, 2021 and 20/2021 dated 8th December, 2021 (“**MCA Circulars**”), to transact the special business as considered in the resolutions appended below through postal ballot only by way of remote e-voting (“**remote e-voting**”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (“**Notice**”).

In accordance with the MCA Circulars, Postal ballot notice and the e-voting instructions are being sent only by email to those members who have registered their email address with their Depository Participants (“**DPs**”) or with KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (“**KFintech**”) and whose names appears in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) as on February 15, 2022 (“**Cut-off Date**”) and the communication of assent / dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company i.e., www.routemobile.com

The Board of Directors has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171, Certificate of Practice No.: 3030), of M/s Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Wednesday, March 23, 2022. Remote e-voting will be blocked immediately thereafter by NSDL and no e-voting will be allowed beyond the said date and time.

The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.routemobile.com and on the e-voting website of NSDL viz. www.evoting.nsdl.com and shall also be simultaneously communicated to BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and shall also be displayed on Notice Board at the Registered Office of the Company. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Wednesday, March 23, 2022.

Special Business:**Item No. 1: Appointment of Mr. Bhaskar Pramanik as an Independent Director of the Company**

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Act, Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, Mr. Bhaskar Pramanik (DIN: 00316650), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors effective August 10, 2021, pursuant to Section 161 of the Act and Article 164 of the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five (5) years up to August 09, 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Bhaskar Pramanik (DIN: 00316650) after he attains the age of 75 years (during his aforesaid tenure), as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered & Corporate Office:

4th Dimension, 3rd Floor, Mind Space,
Malad (West), Mumbai – 400 064
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@routemobile.com
Website: www.routemobile.com

Date: February 14, 2022

Place: Mumbai

Item No. 2: Re-appointment of Mr. Rajdipkumar Gupta as Managing Director & Group Chief Executive Officer of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force), and Article 191 of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the Members be and is hereby accorded to the re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director and Group Chief Executive Officer (“MD & Group CEO”) of the Company, for a period of five (5) years commencing from May 1, 2022 till April 30, 2027 (both days inclusive), liable to retire by rotation, on the terms and conditions set out in the Statement annexed to this Notice (and those stipulated in the employment agreement to be executed for purposes of giving effect to the said re-appointment).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Rajdipkumar Gupta from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under section 197 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, Mr. Rajdipkumar Gupta will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

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

Sd/-

Rathindra Das

**Group Head-Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)**





Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") wherever applicable, setting out the material facts and reasons, in respect of Item Nos. 1 to 2 of this postal ballot notice, is annexed herewith.
2. Due to the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of remote e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this postal ballot notice ('remote e-voting'). The Company has engaged the services of NSDL to provide e-voting facility to its Members.
4. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on **Tuesday, February 15, 2022 ("Cut-off Date")**, and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Notice will also be available on the Company's website at <http://www.routemobile.com> and on the website of NSDL at www.evoting.nsdl.com.
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Tuesday, February 15, 2022 ("Cut-off Date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, March 23, 2022. All the members of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off Date shall treat this notice for information purpose only.
6. Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 9:00 A.M. (IST) on Tuesday, February 22, 2022 and will end at 5:00 P.M. (IST) on Wednesday, March 23, 2022. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, February 15, 2022, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. The Company hereby requests all its members to register/update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email. To facilitate Members to receive the Postal Ballot Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of e-mail addresses in terms of the MCA Circulars. Advertisements published in the newspapers on February 11, 2022 is also available on the company's website at <https://routemobile.com/wp-content/uploads/2022/02/General-Communication-for-registering-of-e-mail-ids-by-Shareholders-February-11-2022.pdf>. Eligible Members are required to provide their e-mail address to KFinTech (einward.ris@kfintech.com) before 5:00 P.M. (IST) on March 14, 2022, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for remote e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
8. The Board of Directors has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171, Certificate of Practice No.: 3030), of M/s Rathi & Associates, Practicing Company Secretaries, as the 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
9. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of remote e-Voting. Members seeking to inspect such documents can send a request over an e-mail to investors@routemobile.com.

10. Information and instructions for remote e-voting ('Remote E-Voting')

In terms of the Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by the Securities and Exchange Board of India dated December 9, 2020, on "e-voting facility provided by Listed Companies", 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 Depository Participants (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.

A. Remote e-voting by individual members holding shares in dematerialised ('DEMAT') form:

Type of Members	Log-in Method
<p>For Members who hold shares in Demat mode with NSDL</p>	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Go to URL: https://eservices.nSDL.com II. Click on the "Beneficial Owner" icon 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 and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nSDL.com (Select "Register Online for IDeAS Portal") or click at https://eservices.nSDL.com/SecureWeb/ideasDirectReg.jsp II. Proceed with completing the required fields.
	<p>3. First Time Users: By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> I. Go to URL: https://www.evoting.nSDL.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.
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</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 style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<p>For Members who hold shares in Demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Go to URL: https://web.cdslindia.com/myeasi/home/login OR URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p> <hr/> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields</p> <hr/> <p>3. First Time Users: By visiting the e-Voting website of CDSL:</p> <p>I. Go to URL: www.cdslindia.com</p> <p>II. Click on the icon "E-Voting"</p> <p>III. Provide demat Account Number and PAN No.</p> <p>IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>V. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>VI. Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Through Website (s) of the Depository Participant(S)</p>	<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>

Members who are unable to retrieve their user ID or password are advised to use Forgot User ID / Forgot Password option(s) available on the websites of the respective Depositories / Depository Participants.

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

<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 or 1800 22 44 30.</p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542 – 43</p>

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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical (certificate) mode.

(c) 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.

Step 1: How to Log-in to NSDL e-Voting website?

- (a) 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.
- (b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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.

(d) 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 118881 then user ID is 118881001***

(e) Password details for shareholders other than Individual shareholders are given below:

- (1) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (2) 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. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(3) How to retrieve your 'initial password'?

- (a) 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. Open the .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'.
- (b) If your email ID is not registered, please follow steps mentioned in Notice process for those shareholders whose email ids are not registered

(f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- (1) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- (2) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (3) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (4) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(h) Now, you will have to click on "Login" button.

(i) After you click on the "Login" button, Home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN 119357" of ROUTE MOBILE LIMITED for which you wish to cast your vote during the remote e-Voting period.
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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) by email to einward.ris@kfintech.com or investors@routemobile.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at 10-A i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 maintained with Depositories and 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.
3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
4. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman of the Board or the Company Secretary, duly authorized by the Chairman, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before March 25, 2022 and will be communicated to the Stock Exchanges viz. the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.routemobile.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com. The said results will also be displayed on the notice board of the Company at the Registered Office of the Company.

General Guidelines for Members:

1. Institutional shareholders and Trusts (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathindandassociates.com with a copy marked to evoting@nsdl.co.in.
2. 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.
5. Members may contact the Company or NSDL for conveying queries / grievances, if any, relating to the conduct of the postal ballot, at the following address:

Route Mobile Limited

CIN: L72900MH2004PLC146323

Registered & Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064

Tel: +91-22-40337676

Fax: +91-22-40337650

Email: investors@routemobile.com

Website: www.routemobile.com

Contact Person: Rathindra Das,

Group Head-Legal, Company Secretary & Compliance Officer

National Securities Depository Limited

Address: Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013

Email ID: evoting@nsdl.co.in

Toll-free Nos.: 1800-1020-990 and 1800-22-430.

Contact Person: Mr. Sagar Ghosalkar, Asst. Manager

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

Sd/-

Rathindra Das

**Group Head-Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)**

Date: February 14, 2022

Place: Mumbai

EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

Item No. 1

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and 161(1) of the Companies Act 2013 ("Act") and Article 164 of the Articles of Association of the Company, had appointed Mr. Bhaskar Pramanik (DIN: 00316650) as Additional Director (Independent Director), w.e.f August 10, 2021, not being liable to retire by rotation, for a term of five (5) years up to August 9, 2026, subject to the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 ("Listing Regulations"), effective January 1, 2022, provides that the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders/members by way of a special resolution, including further Regulation 17(1C) of the ibid provides that approval of shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Additionally, Regulation 17 (1A) of the ibid also provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Mr. Pramanik would attain the age of 75 years during his tenure. Mr. Pramanik brings independent judgement on the Board of the Company and his continued association will be valuable for the Company. With his expertise, skills and knowledge, particularly in the field of technology, software, leadership experience in large multinational companies etc. Mr. Pramanik's appointment and continuation would be a key addition at the Board level.

The Company has received from Mr. Pramanik, all statutory disclosures/declarations including: (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Bhaskar Pramanik to the office of Independent Director. In line with the Company's remuneration policy for Independent Directors, Mr. Bhaskar Pramanik will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors & reimbursement of expenses for participation in the Board meetings [including Committee(s)]. No Commission is proposed to be paid to Mr. Bhaskar Pramanik. This item seeks the approval of Members for the appointment of Mr. Bhaskar Pramanik as an Independent Director of the Company

w.e.f August 10, 2021, not being liable to retire by rotation, for a term of five (5) years up to August 9, 2026 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) by way of special resolution.

Mr. Bhaskar Pramanik is an accomplished management leader and professional from the Technology Industry. He has held National and Global Leadership positions in leading Multinational Technology Companies. He has worked in India, Singapore, and the US. He was on the Executive Committee of NASSCOM, the National Committee of CII and AMCHAM. He recently retired from the Board of SBI, India's largest Bank. He retired as Chairman of Microsoft India in September 2017 after a successful 45 years career in the technology industry. Before this, he was the Managing Director of Oracle Corporation and Sun Microsystems in India. He was also the Global VP for Commercial Systems at Sun Microsystems Inc based out of Menlo Park, CA. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force. Considering Mr. Bhaskar Pramanik's experience of over many decades as a reputed and internationally experienced leader from the IT industry, his track record of implementing large business transformations coupled with his strong and proven leadership roles at large multinational companies, the Board of Directors is of the opinion that it would be in the best interest of the Company to appoint him as an Independent Director. Mr. Pramanik has attended all the board meetings held after his appointment.

Mr. Pramanik meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership in the domain of IT & ITeS – Experience in leading large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Leadership roles in top management– As a C-suite executive leader, has experience in handling financial management of a large organisation along with an understanding of financial statements.

A copy of the draft letter for the appointment of Mr. Bhaskar Pramanik as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the Members. Additional information (including a brief profile) in respect of Mr. Bhaskar Pramanik, pursuant to Regulation 36 of Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as [Annexure 1](#) to this Notice.

No director, key managerial personnel, or their relatives except Mr. Bhaskar Pramanik, to whom the resolution relates, is interested in or concerned with the resolution in Item No. 1. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of

Mr. Bhaskar Pramanik as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out in Item No. 1 for approval of the Members.

Item No. 2

Mr. Rajdipkumar Gupta was appointed as the MD & Group CEO of Route Mobile Limited ('Company'/'Route Mobile') by the Board of Directors at their meeting held on April 25, 2017, for a period of five (5) years effective May 1, 2017 till April 30, 2022, liable to retire by rotation, and the said appointment was approved by the members at the Extra-Ordinary General Meeting held on May 1, 2017. His last drawn remuneration in FY 2021-22 (for nine months period ended on December 31, 2021) was ₹ 1.15 crore, in accordance with section 197 read with section 198 of the Companies Act, 2013). Based on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on January 27, 2022, approved the re-appointment (including the terms of remuneration) of Mr. Rajdipkumar Gupta as the MD & Group CEO of the Company, liable to retire by rotation, for a further period of five (5) years effective May 1, 2022 through April 30, 2027, subject to approval of the members. The Board, while re-appointing Mr. Gupta as the MD & Group CEO, considered his background, experience and contributions to the Company. The Company has received from Mr. Rajdipkumar Gupta, his consent to act as MD & Group CEO of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

Information about the appointee: brief resume

Mr. Rajdipkumar Gupta is one of the Promoters of the Company and has been associated with the Company since inception - notably as MD & Group CEO of Route Mobile from 2017 onwards. Over these years, Mr. Rajdipkumar Gupta has been instrumental in scripting the phenomenal growth and global success of the Company.

Mr. Rajdipkumar Gupta co-founded the Company in 2004 after quitting his job from Spectrum Networks (UK). He has more than 25 years of experience in the Software designing and development, Information technology, HTML & Javascript, and server pages programming. Mr. Gupta bootstrapped Route Mobile with a seed capital of ₹ 100,000 and over the next 16 years transformed Route Mobile into a transnational entity with operations spread across Asia Pacific, MENA, Africa, UK, US and LATAM with direct presence in more than 19 countries as on date. As Route Mobile's MD & Group CEO, Mr Gupta has led Route Mobile's strategic growth, defining and executing Route Mobile's roadmap to maintain momentum in home markets whilst strengthening its presence in other regions. In September, 2020, Mr. Gupta oversaw the successful maiden public offer of equity shares; The Company's IPO received an overwhelming response reflecting huge investor appetite for the issue. Mr. Gupta recently also led another round of successful fund raising through Company's maiden Qualified Institutional Placement ('QIP') to raise about ₹ 867 crore which saw participation from marque investors like Steadview Capital Mauritius Limited, RBC Asia Pacific Ex-Japan Equity Fund, HSBC Global Investment Funds, Societe Generale - ODI, Pinebridge

Global Funds. Just over a year of listing, Company's market capitalisation soared high backed by strong quarterly results and moved to 302 as per BSE (March 31, 2021) and 312 as per NSE publication of list of top 500 companies as on December 31, 2021.

Mr. Rajdipkumar Gupta's role in Route Mobile spanned many areas in India and overseas, including management & strategy, marketing & branding, technology stack building, and forging new partnerships. Mr. Gupta was actively involved in the Company's first overseas acquisition, 365squared Ltd., Malta in 2017 and was seconded there as the Director in 2017. He also led Company's recent key acquisitions in 2021-22 of Masivian S.A.S., which has its operations in Colombia and Peru and serves various customers across Latin America and M.R Messaging FZC as part of Company's business strategy focused around Europe and South Africa over the near term.

Under the leadership of Mr. Rajdipkumar Gupta, Route Mobile Limited has won several awards and accolades in recent times. These include, Gold award for being 'Best RCS Provider' at the 'Future Digital Awards' (2022), Telco Innovation awards hosted by Juniper Research (2022), 2 Gold awards in The Juniper Research Award for 'CPaaS Provider of the Year' & 'Best SMS Firewall' (2021), the only Asian company covered in Gartner's Market Guide for CPaaS, (2020), 'Best Governed Company' (Emerging Category - Unlisted Segment) at the 19th ICSI National Award for Corporate Governance (2020), 'Most Innovative Mobile Communication Solutions Provider by CV Magazine at the Technology Innovation Awards (2019) and 'Best Messaging Innovation - Consumer Solution' Award at The Messaging and SMS Global Awards (2019), among many others.

The terms of re-appointment and remuneration payable to Mr. Rajdipkumar Gupta as MD & Group CEO are as follows:

- (1) **Period:** For a period of five (5) years i.e., from May 1, 2022 to April 30, 2027.
- (2) **Nature of Duties:** The MD & Group CEO shall devote his whole time and attention to the business of the Company and perform such functions as may be entrusted to him by the Board from time to time including performing duties as assigned to MD & Group CEO from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any Committee of such Company.
- (3) **Remuneration comprising of salary, perquisites/ benefits, allowances, employer's contribution to PF etc. (payable on a monthly basis): shall be as follows:**
 - (A) **Fixed Salary:** Not exceeding ₹ 2,40,00,000/- per annum; the increment, if any, during the subsequent years, shall not exceed 15% per annum of the Annual Fixed Cap of preceding financial year, subject adequacy of net profit as computed under section 198 of the Act.
 - (B) **Overall remuneration:** The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time

being in force. The remuneration proposed above is an enabling one and sets out the maximum amount that can be paid to Mr. Rajdipkumar Gupta in any year during his tenure i.e. from May 1, 2022 to April 30, 2027 with the approval of the Board. The Board may vary the terms of the re-appointment including employment agreement, designation, remuneration, and structure or re-structure salary components within the limits approved by the members and such variation shall not be treated as variation in the terms of appointment.

(C) **Perquisites/benefits**

- i) **House rent allowance/accommodation:** Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, and utilities (e.g. gas, electricity and water charges) for the said accommodation; OR House Rent, House Maintenance and Utility Allowances. Expenditure incurred on gas, water, electricity shall be reimbursed at actuals.
- ii) **Medical reimbursement:** Reimbursement of medical expenses for self and family at actuals.
- iii) **Insurance:** Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and contribution to Employee Deposit Linked Insurance Scheme as per the rules of the Company.
- iv) **Leave:** MD & Group CEO shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by him would be encashable in accordance with the Rules of the Company.
- v) **Club Memberships:** Reimbursement of membership fee for one club in India including admission and annual membership fee.
- vi) **Conveyance facilities:** The Company shall provide suitable vehicle (with driver provided) to the MD & Group CEO for official purposes. All the repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by the Company.

Subject to any statutory ceiling/s, the MD & Group CEO may be given any other allowances, perquisites, benefits and facilities as the NRC/Board of Directors from time to time may decide.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

- (D) **Retiral Benefits:** Gratuity, leave encashment, and any other benefits as per policy(ies) of the Company or as may be approved by the Board from time to time.
- (E) **Amenities:** The Company shall provide telephone, mobile, internet and other communication facilities at the MD & Group CEO's residence. All the expenses incurred shall

be paid or reimbursed at actuals as per the rules of the Company.

- (F) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Rajdipkumar Gupta, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajdipkumar Gupta, MD & Group CEO, remuneration by way of salary, commission and perquisites as specified under Schedule V to the Act, as amended from time to time.

(4) **Other Terms of Appointment:**

- (a) Reimbursement of all legitimate cost, charges and expenses (including entertainment expenses) incurred while performing the duties. Such reimbursement will not form part of remuneration.
- (b) Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.
- (c) Either of the Company or Mr. Rajdipkumar Gupta may terminate the appointment by giving: (a) 4 (four) months' notice if the Board has approved a successor who is ready to assume Mr. Rajdipkumar Gupta's role at the expiry of the said 4 months period; or (b) 6 months' notice in all other cases including where no such successor has been approved by the Board.
- (d) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD & Group CEO unless specifically provided otherwise.
- (e) The terms and conditions of re-appointment of MD & Group CEO also include clauses pertaining to adherence to the Route Mobile Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality.

- (5) **Employment Agreement:** The draft Employment Agreement setting out the further terms and conditions of the appointment to be executed between the Company and Mr. Rajdipkumar Gupta is available for inspection electronically. Members seeking inspection may send an email to investors@routemobile.com.

Profile of Mr. Rajdipkumar Gupta is available on the website of the Company at www.routemobile.com in "About Us" section. Details as required under Regulations 36 of the SEBI Listing Regulations and the Secretarial Standard-2 ('SS-2') and other provisions of applicable laws are provided in **Annexure 1** to the explanatory statement.

Except Mr. Rajdipkumar Gupta and his relatives [including Mr. Sandipkumar Gupta (brother), Chairman, Non-Executive Non-Independent Director and Mr. Chandrakant Gupta, (father), Non-Executive Non-Independent Director], none of the directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 2.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended and based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the

resolution proposing the re-appointment of Mr. Rajdipkumar Gupta as MD & Group CEO of the Company, as set out in Item No. 2, for approval of the Members as an Ordinary Resolution.

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

Sd/-

Rathindra Das

Group Head-Legal, Company Secretary and Compliance Officer

(Membership No. ACS 24421)

Date: February 14, 2022

Place: Mumbai

Registered & Corporate Office:

4th Dimension, 3rd Floor, Mind Space,

Malad (West), Mumbai – 400 064

Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650

Email: investors@routemobile.com

Website: www.routemobile.com

PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') issued by the ICSI]

Name of the Director	Mr. Bhaskar Pramanik	Mr. Rajdipkumar Gupta
DIN	00316650	01272947
Designation / Category of Directorship	(Non-Executive) Independent	Managing Director and Group Chief Executive Officer
Age	70 years	46 years
Date of first appointment on the Board	August 10, 2021	May 15, 2004
Qualification	Bachelor of Technology (B.Tech.) in Electrical and Electronics Engineering from Indian Institute of Technology, Kanpur and has attended the Advanced Marketing Management Program at Stanford University.	Bachelor's degree in Science (Physics) & Master's diploma in Software Engineering.
Expertise in specific functional areas	<p>Mr. Bhaskar Pramanik is an accomplished management leader and professional from the Technology Industry. He has held National and Global Leadership positions in leading Multinational Technology Companies. He has worked in India, Singapore, and the US.</p> <p>He was on the Executive Committee of NASSCOM, the National Committee of CII and AMCHAM</p> <p>He recently retired from the Board of SBI, India's largest Bank. He retired as Chairman of Microsoft India in September 2017 after a successful 45 years career in the technology industry. Before this, he was the Managing Director of Oracle Corporation and Sun Microsystems in India. He was also the Global VP for Commercial Systems at Sun Microsystems Inc based out of Menlo Park, CA. He is also on the Advisory Board of Schulich University, Toronto, Canada, and Bennet University, Noida, India. He speaks regularly at Industry and Leadership forums.</p>	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	Sitting Fees as approved by the Board from time to time.	As per the details provided under the explanatory statement. Being an Executive Director, Mr. Rajdipkumar Gupta will not be paid any sitting fees for attending the meetings of the Board/ Committees.
Last drawn Remuneration	Sitting Fees as approved by the Board from time to time.	As per the details provided under the explanatory statement. Being an Executive Director, Mr. Rajdipkumar Gupta was not paid any sitting fees for attending the meetings of the Board/ Committees.
Relationship with other Directors, Manager and other Key Managerial Personnel	None	Brother of Mr. Sandipkumar Gupta, Chairman of the Board (Non-Executive Non-Independent Director) and son of Mr. Chandrakant Gupta, (Non-Executive Non-Independent Director).
Number of Board Meetings attended during the FY 2021-22 (upto February 14, 2022)	Six (6)	Ten (10)

Directorships held in other companies	(a) Royal Orchid Hotels Limited (b) TCNS Clothing Co. Limited (c) Cordillera Hospitality Private Limited (d) TBO Tek Limited (e) Myytake Private Limited (f) Myy Sports Private Limited	(a) Call 2 Connect India Private Limited (b) Start Corp India Private Limited (c) Send Clean Private Limited (fka Cellent Technologies (India) Pvt Limited) (d) Route Ledger Technologies Private Limited (fka Sphere Edge Consulting India Private Limited) (e) Route Connect Private Limited
Member/ Chairperson of committees of the Company	Stakeholders Relationship Committee (Chairman)	Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Names of listed entities from which resigned in the past three years	Sankhya Infotech Limited	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	None	(a) 9,257,143 Equity Shares (b) None
Terms and Conditions of appointment/reappointment	Appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a term of five (5) years, up to August 9, 2026.	As per the details provided under the resolution and explanatory statement.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Route Mobile is engaged in technology driven omni-channel communication business. Mr. Pramanik's qualification and experience in technology and software companies are directly aligned with the company's core competency and his prior experience in leadership roles in multi-national companies would add immense value to the company.	Not applicable.

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.