

**Ref No:** RML/2022-23/231  
**Date:** June 30, 2022

**To,**  
**BSE Limited**  
**Scrip Code: 543228**

**National Stock Exchange of India Limited**  
**NSE Symbol: ROUTE**

Dear Sir /Madam,

**Subject: Submission of Approved Board Resolution for the buyback of equity shares by Route Mobile Limited ("Company") through open market in terms of the provisions of Companies Act, 2013, as amended and SEBI (Buy Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").**

This is in furtherance to, (i) our intimation letter dated June 23, 2022, regarding convening of our board meeting to approve the buyback, and (ii) our letter dated June 28, 2022, informing the outcome of our board meeting that approved the buyback of our equity shares via the "Open Market" route through the stock exchanges mechanism.

In compliance with Regulation 5(vii) of the Buyback Regulations, a copy of the resolution passed by the Board of Directors of the Company, at its meeting held on June 28, 2022, approving the buyback is enclosed as Annexure.

This is also being made available on the website of the Company at [www.routemobile.com](http://www.routemobile.com).

You are requested to take the above information on record.

Thanking you,  
Yours faithfully,  
**For Route Mobile Limited**



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**Rathindra Das**  
**Group Head- Legal, Company Secretary & Compliance Officer**

Encl: as above

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF BOARD OF DIRECTORS OF ROUTE MOBILE LIMITED (THE "COMPANY") AT THE REGISTERED OFFICE OF THE COMPANY AT 4<sup>TH</sup> DIMENSION, 3<sup>RD</sup> FLOOR, NEW LINK ROAD, MALAD WEST, MUMBAI 400064 ON TUESDAY, JUNE 28, 2022.**

**APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 10% OF THE FULLY PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014, as amended, (the "**Share Capital Rules**") to the extent applicable, the Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**LODR Regulations**") and in accordance with Article 8.2 of the Articles of Association of the Company, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**"), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions and sanctions of the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Mumbai (the "**ROC**") and/ or other authorities, institutions or bodies (the "**Appropriate Authorities**"), as may be necessary/ applicable and subject to such conditions and modifications as may be prescribed by the appropriate authorities or imposed while granting such approvals, permissions, sanctions and exemptions which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback by the Company of its fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each ("**Equity Shares**") at a price not exceeding INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share ("**Maximum Buyback Price**") and for an aggregate amount not exceeding INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crores only), ("**Maximum Buyback Size**"), from the shareholders of the Company/ beneficial owners of the Equity Shares excluding promoters, promoter group and persons who are in control of the Company, payable in cash via the "open market" route through the stock exchanges i.e., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively, to be referred as "**Stock Exchanges**"), under the Buyback Regulations and the Companies Act and at the Maximum Buyback Price and for the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 705,882 (Seven Lacs Five Thousand Eight Hundred Eighty Two) ("**Maximum Buyback Shares**") which is 1.12% of the total number of paid-up Equity Shares of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size (the process hereinafter referred to as the "**Buyback**").

**RESOLVED FURTHER THAT** the Buyback shall not exceed the Maximum Buyback Size, which represents 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, respectively, and is within the statutory limit of 10% of the aggregate of the fully paid-up equity share capital and free reserves of the Company under the Board approval route under the Companies Act and the Buyback Regulations.

**RESOLVED FURTHER THAT** unless otherwise permitted under applicable law, the Company shall utilize at least 50% (fifty percent) of the Maximum Buyback Size i.e., INR 60,00,00,000 (Indian Rupees Sixty Crores only) ("**Minimum Buyback Size**") towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum number of 352,942 Equity Shares.



**RESOLVED FURTHER THAT** the Maximum Buyback Size shall not include any expenses incurred or to be incurred for the Buyback such as filing fees payable to SEBI, advisors' fees, Stock Exchanges' fee for usage of their platform for Buyback, brokerage, applicable taxes such as securities transaction tax, Goods and Services Tax, buyback tax, stamp duty, etc., public announcement publication expenses, intermediaries' fees, printing and dispatch expenses and other incidental and related expenses. The Buyback period shall commence from the date of board resolution approving the buyback until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("**Buyback Period**"), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations."

**RESOLVED FURTHER THAT** such Buyback may be made out of the Company's securities premium account, free reserves and/or such other source as may be permitted by law through the methodology of "open market purchases through Stock Exchanges", as provided in the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Company shall earmark adequate sources of funds for the purpose of the Buyback.

**RESOLVED FURTHER THAT** in terms of the Buyback Regulations, in the event of non-fulfillment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part may be forfeited and distributed *pro rata* amongst the security-holders who accepted the offer and balance if any shall be utilized for Investor Protection and Education Fund in accordance with Buyback Regulations.

**RESOLVED FURTHER THAT** Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

- a) It shall not directly or indirectly purchase its own shares:
  - i. through any subsidiary company including its own subsidiary companies; or
  - ii. through any investment company or group of investment companies.
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.
- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- a) all Equity Shares of the Company are fully paid-up;
- b) the Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any shares or other specified securities including by way of bonus or convert any outstanding employee stock options/ outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;



- d) the Company, as per provisions of Regulation 24(f) of the Buyback Regulations, shall not raise further capital for a period of 1 (one) year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations;
- e) Consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
- f) the Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through private arrangement;
- g) the Maximum Buyback Size i.e., INR 120,00,00,000, does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the period ended March 31, 2022 (the last audited financial statements available as on the date of the Board meeting);
- h) the indicative Maximum Equity Shares proposed to be bought back at the Maximum Buyback Size and Maximum Buyback Price under the Buyback is INR 1,700 (Indian Rupees One Thousand Seven Hundred only). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. The number of Equity Shares to be bought back will not exceed 25% of the total paid up equity share capital of the Company;
- i) the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up capital after the Buyback shall not be more than twice the post Buyback paid-up share capital and free reserves, based on both standalone and consolidated financial statements of the Company as prescribed under the Buyback Regulations;
- j) the Company shall not make any offer of Buyback within a period of 1 (one) year reckoned from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- k) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;
- l) the Company shall not withdraw the Buyback after the public announcement in relation to the Buyback is made and published in the newspapers;
- m) the Company is not undertaking the Buyback to delist its equity shares other specified securities from the Stock Exchanges;
- n) in terms of Section 69 of the Companies Act, the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- o) the Buyback shall not be made from the promoters, promoter group or persons in control of the Company;



- p) the Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations;
- q) the Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations and in such form as may be prescribed by SEBI so as to enable the Stock Exchanges to upload the same on their website immediately. The Company shall also upload the information regarding Equity Shares bought back on its website on a daily basis.

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and that based on such full enquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

- a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- b) as regards the Company's prospects for the year immediately following the date of this Board meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and
- c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

**RESOLVED FURTHER THAT** Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

**RESOLVED FURTHER THAT** the Company shall not Buyback the locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, or held in physical form Equity Shares till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable or till the time such Equity Shares are converted into demat shares, as applicable;

**RESOLVED FURTHER THAT** the Buyback from shareholders who are persons resident outside India including the foreign institutional investors/ foreign portfolio investor, overseas corporate bodies and shareholders of foreign nationality, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, and the rules and regulations framed there under, if any, to be procured by such shareholders resident outside India.

**RESOLVED FURTHER THAT** as per the provisions of Section 68(8) of the Companies Act, the Company will not issue same kind of shares including allotment of new shares under clause (a) of sub-section (1) of section 62 of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.



**RESOLVED FURTHER THAT** in compliance with the Buyback Regulations, the approval of Board be and is hereby accorded for appointment of Edelweiss Financial Services Limited as Manager to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

**RESOLVED FURTHER THAT** in compliance with the Buyback Regulations, the approval of Board be and is hereby also accorded for appointment of Edelweiss Securities Limited as the registered broker to the Company ("**Company's Broker**") to execute the trades for the Buyback on the floors of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and the Trading account if any, of the Company with Edelweiss Securities Limited and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

**RESOLVED FURTHER THAT** in compliance with the Buyback Regulations, KFin Technologies Limited be appointed as the Registrar for the Buyback at such remuneration as mutually agreed with them.

**RESOLVED FURTHER THAT** M/s. Khaitan & Co be and is hereby appointed as the Indian legal advisors to the Company for the Buyback at such remuneration as mutually agreed with them.

**RESOLVED FURTHER THAT** as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration of Solvency annexures thereof prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and Mr. Rajdipkumar Gupta, Managing Director & Group CEO and Mr. Chandrakant Gupta, Director of the Company, be and are hereby authorised to finalise and sign the same, for and on behalf of the Board, and any one of the Director or Mr. Rathindra Das, Group Head-Legal, Company Secretary and Compliance Officer of the Company be and is hereby authorised to file the same with the ROC and the SEBI.

**RESOLVED FURTHER THAT** the Company shall create an escrow account with Kotak Mahindra Bank Limited, a scheduled commercial bank for a sum in accordance with Buyback Regulations in the said escrow account by way of a deposit in a timely manner in compliance with the requirements of the Buyback Regulations, and Mr. Rajdipkumar Gupta, Managing Director and Group CEO, and Mr. Chandrakant Gupta, Director of the Company, are severally authorised to: (i) apply, make, sign, and/ or execute any application(s), form(s), undertaking(s), agreement(s) or any other document(s) that may be necessary for opening and operating the above account; (ii) do all such acts, deeds, matters and things on behalf of the Company and/ or appoint any other person to do all such acts, deeds, matters and things on behalf of the Company as they deem fit; AND THAT the Company shall honour and abide by all instructions given by these authorised persons on its behalf in respect of the operation of the above account.

**RESOLVED FURTHER THAT** the Company shall open a demat account with Stock Holding Corporation of India Limited, a depository participant, through the Registrar and Transfer Agent, KFin Technologies Limited, for the purpose of holding the Equity Shares purchased in the Buyback till their extinguishment, in compliance with the requirements of the Buyback Regulations and Rajdipkumar Gupta, Managing Director & Group CEO, and Chandrakant Gupta, Director, are severally authorised to: (i) apply, make, sign, and/ or execute any application(s), form(s), undertaking(s), agreement(s) or any other document(s) that may be necessary for opening and operating the above account; (ii) do all such acts, deeds, matters and things on behalf of the Company and/ or appoint any other person to do all such acts, deeds, matters and things on behalf of the Company as they deem fit; AND THAT the Company shall honour and abide by all instructions given by these authorised persons on its behalf in respect of the operation of the above account.

**RESOLVED FURTHER THAT** the Company shall open a security trading account with Edelweiss Securities Limited, for the purpose of buying Equity Shares on Stock Exchanges during the Buyback, in compliance with the requirements of the Buyback Regulations, and Rajdipkumar Gupta, Managing Director & Group CEO, and Chandrakant Gupta, Director, are severally authorised



to: (i) apply, make, sign, and/ or execute any application(s), form(s), undertaking(s), agreement(s) or any other document(s) that may be necessary for opening and operating the above account; (ii) do all such acts, deeds, matters and things on behalf of the Company and/ or appoint any other person to do all such acts, deeds, matters and things on behalf of the Company as they deem fit; and that the Company shall honour and abide by all instructions given by these authorised persons on its behalf in respect of the operation of the above account.

**RESOLVED FURTHER THAT** a Committee be constituted ("**Buyback Committee**") comprising of Mr. Rajdipkumar Gupta, Managing Director and Group CEO, Mr. Chandrakant Gupta, Director and Mr. Arun Gupta, Director of the Company. Further, the Buyback Committee is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to the following:

- a) seeking all regulatory approvals required for the Company to implement the Buyback, as applicable;
- b) appointment of intermediaries for the Buyback including but not limited to brokers, registrar, advertising agency, escrow bank, auditors and other advisors, depository participant, printers, tax consultants or representatives, any other intermediary and/ or advisor, if any, and settlement of terms of appointment including the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- c) finalizing the terms and timeline of the Buyback including but not limited to the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), price (subject to the Maximum Buyback Price) and number of Equity Shares to be bought back within the statutory limits, the mechanism for the Buyback, the timeframe for completing the Buyback;
- d) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
- e) opening, operation and closure of all necessary accounts, including bank accounts (including escrow account and demat escrow account), depository accounts for the purpose of payment and authorizing persons to operate the said accounts;
- f) arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;
- g) depositing and / or instructing the deposit of the requisite amount into escrow and finalising the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 20 of the Buyback Regulations and the escrow agreement entered into with the escrow agent;
- h) preparation, finalizing, signing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including public announcement, certificates for declaration of solvency and any other material, including any corrections/ alterations/ amendments, etc. in relation with the Buyback with the SEBI, ROC, the Stock Exchanges and other appropriate authority;
- i) making all applications to the appropriate authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;



- j) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- k) extinguishment of dematerialized shares and physical destruction of share certificates, if any, and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law and ensure consequent reduction of its share capital post Buyback;
- l) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the Articles of Association of the Company;
- m) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, Stock Exchanges, depositories and/or other Appropriate Authorities;
- n) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- o) dealing with Stock Exchanges (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback;
- p) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought, extinguishment of the Equity shares bought back by the Company and filing of necessary documents in relation to the same;
- q) to delegate all or any of the authorities conferred on them to any director(s)/ officer(s)/ authorised signatory(ies)/ representative(ies) of the Company, in order to give effect to the resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time;
- r) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
- s) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- t) to settle and resolve any queries or difficulties raised by SEBI, Stock Exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
- u) To do all such acts, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable or expedient for the implementation and completion of the Buyback.

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions. The Buyback committee may accord approval through circular resolution.





**RESOLVED FURTHER THAT** the Buyback Committee shall report from time to time to the Board at the meeting of the Board, status/ progress of actions taken by the Buyback Committee concerning Buyback and the minutes of meeting(s) of the Buyback Committee held in the intervening period of two successive meetings of the Board shall be put up at the subsequent meeting of the Board.

**RESOLVED FURTHER THAT** the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/ or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, subject to applicable law, the Board and the Buyback Committee be and is hereby authorised to accept and make any alteration(s), modification(s) to the terms and conditions and delegate such powers, obligations and responsibilities as it may, and to whomsoever it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, Mr. Rathindra Das, Group Head-Legal, Company Secretary and Compliance Officer be and is hereby appointed as the Compliance Officer for the implementation of the Buyback and KVS Gopala Krishna, of KFin Technologies Limited (Registrar) which shall be responsible for investors' service] as persons responsible for investors' services to redress the grievances of the investors;.

**RESOLVED FURTHER THAT** the Buyback shall close as the Board or the Buyback Committee may deem fit, but which shall not be longer than six months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the Appropriate Authorities.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** any of the Directors of the Company and /or the Company Secretary for the time being be and are hereby severally authorised to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees, etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

**RESOLVED FURTHER THAT** any of the Directors of the Company and /or the Company Secretary for the time being be and is hereby authorised to represent the Company before the Ministry of



Corporate Affairs ('MCA'), SEBI, the Stock Exchanges or any other agencies connected with the Buyback of the Company and to sign and submit all forms, letters, documents or other papers that may be required for the implementation of the Buyback.

**Certified true copy**

**For Route Mobile Limited**





**Rathindra Das**  
**Group Head-Legal, Company Secretary and Compliance Officer**

**Date:** June 30, 2022

**Place:** Mumbai