

Ref No: RML/2022-23/267

Date: August 4, 2022

To,
BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Proceedings of the 18th Annual General Meeting (AGM)

In continuation to our intimation dated July 11, 2022, the 18th Annual General Meeting of the Company was held on August 4, 2022 and the business mentioned in the Notice dated May 18, 2022 was transacted. In this regard, please find enclosed the proceedings as required under the Regulation 30, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The AGM commenced at 03.30 p.m. (IST) and concluded at 4.42 p.m. (IST) (including the time allowed for e-Voting during the AGM).

You are requested to take the above information on record.

Yours faithfully,
For **Route Mobile Limited**

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

Encl: As above

SUMMARY OF PROCEEDINGS OF 18TH ANNUAL GENERAL MEETING OF ROUTE MOBILE LIMITED

The 18th Annual General Meeting (AGM) of the Members of Route Mobile Limited ('the Company') was held on Thursday, August 4, 2022 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The AGM commenced at 03.30 p.m. (IST) and concluded at 4.42 p.m. (IST) (including the time allowed for e-Voting during the AGM).

Mr. Sandipkumar Gupta, Chairman of the Board, chaired the Meeting. The Chairman welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order. All the Directors of the Company were present at the Meeting through VC from their respective locations except Mr. Chandrakant Gupta, Non-Executive Non-Independent Director, due to his personal exigencies. He also informed the members that the Company had taken all efforts to enable its shareholders to participate through VC and vote at the AGM in a seamless manner.

The Chairman then introduced the Directors and other Company Officials attending the AGM to the Members.

The Chairman thereafter, informed the Members that, representatives of M/s Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors and M/s. Dhruvil M Shah & Co., Secretarial Auditors and Scrutinizers for the remote e-voting and the e-voting during the proceedings of the AGM, were also present at the Meeting through VC. The Chairman further informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members on company's YouTube channel. The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at this AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable.

The Company Secretary briefed the Members on statutory matters like AGM being held through VC, e-Voting at the AGM and Q&A protocols. He also informed the Members that the Registers as required under the Companies Act, 2013 and certificate issued by the Secretarial Auditors wrt Company's ESOP Plan 2017 and ESOP Plan 2021 were available for inspection in electronic mode, should any Member request for the same.

The Chairman the addressed the shareholders on new offerings, new acquisitions and general performance of the Company during the last year. He also placed on record appreciation for the guidance provided by Mr. Ramachandran Sivathanu, who had stepped down from the Company as Independent Director due to his other personal and professional commitments. He also welcomed Mr. Bhaskar Pramanik who was appointed as the Independent Director of the Company, respectively, during the year. Mr. Rajdipkumar Gupta, Group Chief Executive Officer & Managing Director of the Company then made a presentation on the operational and financial performance of the Company for the Financial Year 2021-22.

The Chairman, *inter alia*, briefed the members on the following:

- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the AGM of the Company;
- The remote e-Voting period commenced on Monday, 9 AM (IST), August 1, 2022 and ended on Wednesday, 5 PM (IST) on August 3, 2022
- Members who had not cast their votes through remote e-Voting platform were provided with an opportunity to cast their votes, electronically during the AGM; and
- Mr. Dhruvil Shah, Practising Company Secretary, (Membership No. FCS 8021, Certificate of Practice No.: 8978), was appointed as the Scrutinizer for scrutiny of the votes casted through the remote e-Voting platform and e-Voting during the AGM in a fair and transparent manner.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2022 were taken as read. Thereafter, the Chairman stated that the Reports from the Auditors did not contain any qualification, observation, or comment, and was not read at the meeting.

The following items of business, as per the Notice of Annual General Meeting dated May 18, 2022, were transacted at the meeting.

| No. | Resolutions | Type of Resolution |
|--------------------------|--|--------------------|
| Ordinary Business | | |
| 1. | Adoption of Audited Financial Statements (Standalone) and the Reports of the Board of Directors and the Auditors thereon. | Ordinary |
| 2. | Adoption of Audited Financial Statements (Consolidated) and the Reports of the Auditors thereon. | Ordinary |
| 3. | Declaration of Dividend: Final dividend of ₹2 per equity share for the year ended March 31, 2022. | Ordinary |
| 4. | Appointment of a Director retiring by rotation: Mr. Rajdipkumar Gupta (DIN: 01272947), who retires by rotation and, being eligible, offers himself for re-appointment. | Ordinary |
| Special Business | | |
| 5. | Re-appointment of Mrs. Sudha Navandar as Independent Director of the Company | Special |

Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). Mr. Rajdipkumar Gupta, Group Chief Executive Officer & Managing Director of the Company, on being authorized by the Chairman, responded to the questions raised. Post the question and answer session, the Chairman requested the Members, who had not voted through remote e-Voting, to e-Vote at the AGM and instructed National Securities Depository Limited ("NSDL") to carry out the e-voting process and conclude the Meeting.

The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.routemobile.com and NSDL at www.evoting.nsdl.com within two working days from the conclusion of the Meeting. The Chairman then thanked the Directors, Members and other Company Officials for their continued support and for attending and participating in the Meeting. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

The Board of Directors had appointed Mr. Dhruvil M Shah as the Scrutinizer to supervise the e-Voting process. The Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

This is for your information and records.

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

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