

Dear Member,

Invitation to attend the EXTRA-ORDINARY GENERAL MEETING ("EGM") on Saturday, October 16, 2021

You are cordially invited to attend the **Extra-Ordinary General Meeting ("EGM")** of **Route Mobile Limited** ("Company") to be held on **Saturday, October 16, 2021 at 3:30 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

Summarized information at a glance:

1	Time and Date of EGM	3:30 P.M. (IST), Saturday, October 16, 2021
2	Live-Webcast	https://routemobile.com/egm-oct2021-webcast/
3	Mode	Video Conferencing / Other Audio-Visual Means
4	Helpline number for VC participation and e-Voting	Toll Free No. 1800-1020-990 and 1800-22-44-30 or write to NSDL on evoting@nsdl.co.in
5	Speaker Registration	From 9:00 A.M. (IST), Wednesday, October 13, 2021 To 5:00 P.M. (IST), Friday, October 15, 2021
6	Cut-off Date for e-Voting	Saturday, October 9, 2021
7	E-Voting Start time and Date	9:00 A.M. (IST), Wednesday, October 13, 2021
8	E-Voting End time and Date	5:00 P.M. (IST), Friday, October 15, 2021
9	Name, address and contact details of e-Voting service provider	<p>National Securities Depository Limited Address: Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra, India Mr. Sagar Ghosalkar, Asst. Manager. Email ID: evoting@nsdl.co.in Toll free No: 1800-1020-990 and 1800-22-44-30</p>
10	Name, address and contact details of Registrar & Transfer Agent	<p>KFin Technologies Private Limited Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India Mr. Umesh Pandey, Manager. Email ID: inward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll Free No.: 1800-3094-001</p>

Yours truly,

Sandipkumar Gupta
Chairman of the Board

Enclosure: Notice of the Extra-Ordinary General Meeting

NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO MEMBERS

Registered & Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064
CIN: L72900MH2004PLC146323
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@routemobile.com Website: www.routemobile.com

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF ROUTE MOBILE LIMITED (“Company”) is scheduled to be held on Saturday, October 16, 2021 at 3:30 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1:

Approval for raising funds through issuance of equity shares or such other securities up to ₹2,000 crores

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

“RESOLVED THAT pursuant to provisions of Sections 23, 41, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) and the applicable rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law or regulation in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the uniform listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019 as amended, Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (**“FCCB Scheme”**), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (the **“GOI”**), the Reserve Bank of India (the **“RBI”**), the Securities and Exchange Board of India (the **“SEBI”**), the Registrar of Companies, Maharashtra at Mumbai (the **“ROC”**), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/ or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such terms, conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Directors in its absolute discretion, the approval of the shareholders of the Company (**“Shareholders”** or **“Members”**) be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board) and the Board be and is hereby authorized to create, issue, offer and allot in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹10 each (the **“Equity Shares”**), Equity Shares against which American Depository Receipts (**“ADRs”**) or Global Depository Receipts (**“GDRs”**) may be issued, foreign currency convertible bonds (**“FCCBs”**) and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/ or Non-Convertible Debt instruments (**“NCDs”**) (with or without warrants), or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the **“Securities”**), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (**“QIBs”**), eligible foreign/ non-resident investors and/ or any other category of investors whether or not such investors are Members of the Company, as the Board may determine in accordance with applicable law, by way of a qualified institutions placement (**“QIP”**) in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, with or without green shoe option, whether Rupee denominated or denominated in foreign currency for an aggregate amount not exceeding ₹2,000 crores (Rupees Two Thousand crores only), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of investors to whom the offer, issue and allotment of securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, and in respect of different class(es) of investor(s) and/ or in respect of different securities, deciding of other terms and conditions like number of securities to be issued, face value, terms of issue, fixing of record date or book closure terms if any, as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) appointed for such issue. The number and/ or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT in the event that Securities are issued through QIP under Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations from time to time;
- b) in case of Equity Shares, the relevant date shall be the date of the meeting at which the Board (or a duly authorized committee thereof) decides to open the said issue, and/or, in case of convertible securities (as defined under the SEBI ICDR Regulations) issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date shall be the date of the meeting in which the Board (or a duly authorized committee thereof) decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time;
- c) the QIP shall be made at such price, which is, not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable and the Board at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

RESOLVED FURTHER THAT that the lock-in period of the Securities so allotted shall be undertaken as per applicable law.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the relevant date, as defined under the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board (or a duly authorized committee thereof) decides to open such issue.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as part of an ADR/ GDR issue, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible Securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental body, authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/ or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted including upon conversion of any Securities or as may be necessary in accordance with the terms of the offering and that all such Equity Shares so issued shall rank pari passu with the existing Equity Shares in all respects including the payment of dividend and voting rights from the date of allotment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above, the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary placement document as well as final placement document(s)/ private placement offer letter/ offering circulars/ information memoranda/ prospectuses/ offer documents, and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the issue, the nature and number of Securities to be allotted, determination of person(s) to whom the

Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or a committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or any committee thereof, as the Board has constituted or may constitute in this behalf, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/ appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, escrow agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of directors or such officers of the Company as deemed appropriate, to give effect to the above resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

Item No. 2

Approval for increase in investment limits for foreign portfolio investors

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date, the Consolidated FDI Policy Circular of 2020, the Companies Act, 2013 as amended, and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the RBI, Ministry of Finance, Ministry of Corporate Affairs, Government of India, Department for Promotion of Industry and Internal Trade and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors that, the limit of investment by foreign portfolio investors (including foreign institutional investors holding valid certificates of registration from SEBI and deemed to be foreign portfolio investors) in the equity shares of the Company, including, without limitation, by subscription in the QIP in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 49% to 100% of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/ Officer authorized by the Board for this purpose) be and is hereby authorized to do all such acts, things and deeds on behalf of the Company and make such filings with the regulatory authorities, including the Reserve Bank of India, as may be deemed necessary to effectively implement this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, be forwarded to the authorities concerned for necessary action."

**by Order of the Board of Directors
for Route Mobile Limited**

Date: September 22, 2021
Place: Mumbai

Sd/-
Rathindra Das
Head Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (hereinafter collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India vide its Circular No.: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter referred to as ‘SEBI Circulars’) (and together referred as “Applicable Circulars”), have permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the MCA Circulars & SEBI Circulars, the Extra-Ordinary General Meeting of the Company (“EGM”) is being held through VC/OAVM and Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the registered office of the Company. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item No. 1 & 2 of the accompanying Notice are annexed hereto.
3. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the EGM, inter-alia, indicating the process and manner of remote e-Voting is being sent only through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, up to the cut-off date i.e. Friday, September 17, 2021. Members may note that the Notice of the EGM will also be available on the Company’s website at www.routemobile.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. www.evoting.nsdl.com.
4. A Member logging-in to the VC facility using the remote e-Voting credentials shall be considered for record of attendance of such Member at the EGM and such Member attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC.
5. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company on investors@routemobile.com or Registrar & Transfer Agent of the Company (“RTA”) KFin Technologies Private Limited (“KFinTech”), for any assistance in this regard.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. The said form can be downloaded from the Company’s website <https://www.routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form/demat mode and to KFinTech, in case the shares are held in physical form.
8. Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or KFinTech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of EGM (during business hours except Saturday, Sunday and National Holiday), i.e. Saturday, October 16, 2021, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic. Members seeking to inspect such documents can send an email to investors@routemobile.com. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at investors@routemobile.com.
11. **Submission of Questions / Queries prior to EGM:** Members desiring any additional information with regard to any matter to be placed at the EGM are requested to write to the Company Secretary on the Company’s email-id investors@routemobile.com, **before 5:00 P.M. (IST), Tuesday, October 12, 2021** so as to enable the Management to keep the information ready. Please note that, Member’s questions will be answered only if they continue to hold the shares as on **Cut-off Date** i.e., Saturday, October 9, 2021.

12. VOTING THROUGH ELECTRONIC MEANS:

- (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Applicable Circulars, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-Voting).
- (b) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the **Cut-off Date i.e. October 9, 2021** may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-22-44-30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off Date i.e. October 9, 2021 may follow steps mentioned in the Notice of the EGM under "**Access to NSDL e-Voting system**".
- (c) The **Cut-Off Date** for determining the eligibility of shareholders/Members to cast vote through e-Voting is Saturday, October 9, 2021.
- (d) The Board of Directors has appointed Mr. Dhrumil M. Shah (Membership No. FCS 8021, Certificate of Practice No.: 8978), Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.





13. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- (a) The remote e-Voting period begins on 9:00 A.M. (IST), Wednesday, October 13, 2021 and ends on 5:00 P.M. (IST), Friday, October 15, 2021. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- (b) The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date ("**Cut-off Date**") i.e. Saturday, October 9, 2021, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, being Saturday, October 9, 2021.
- (c) If a person was a Member as on the date of dispatch of the Notice but has ceased to be a Member as on the Cut-off Date i.e. Saturday, October 9, 2021, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.
- (d) Institutional shareholders (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 attested specimen signature of the duly authorized signatory(ies) who are authorized to attend & vote at the EGM, to the Scrutinizer by e-mail to dhrumil@dmsah.in with a copy marked to evoting@nsdl.co.in and investors@routemobile.com. The scanned image of the above-mentioned documents should be in the naming format "**Route Mobile Limited- EGM/OCT/2021**"
- (e) 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.
- (f) In case of any queries/ grievances connected with the voting by electronic means, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders/Members available at the download section of www.evoting.nsdl.com or call on toll free nos.: 1800-1020-990 and 1800-22-44-30 or send a request to **Mr. Sagar Ghosalkar**, Asst. Manager, National Securities Depository Limited, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail ID evoting@nsdl.co.in.
- (g) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

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 Depositories/ 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.

Type of Members	Log-in Method
For Members who hold shares in Demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Go to URL: https://eservices.nsd.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.nsd.com (Select “Register Online for IDeAS Portal”) or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields.
	<p>3. First Time Users: By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> I. Go to URL: https://www.evoting.nsd.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;">  </div> <div style="text-align: center;">  </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>
For Members who hold shares in Demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Go to URL: https://web.cdslindia.com/myeasi/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.
	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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: www.cdslindia.com II. Click on the icon “E-Voting” III. Provide demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress. 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.

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

Individual shareholders holding securities in demat mode with NSDL	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.
Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 – 43

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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will prompt you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Bank, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow the steps under the 'Process for those shareholders whose email ids are not registered'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.
- (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
 3. Select 'EVEN' of **Route Mobile Limited** to cast your vote during the remote e-Voting period/ during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 14. 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 on the resolutions set out in this notice:**
- (a) In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back) along with self-attested scanned copy of PAN Card and AADHAAR Card, and 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 along with self-attested scanned copy PAN Card and AADHAAR Card, by email to NSDL at evoting@nsdl.co.in.
- (b) If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. "*Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode*". In terms of SEBI circular dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account/ website of Depositories/ 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.
- (c) Alternatively, shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing the above-mentioned documents.

15. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN** of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. During the EGM, the Chairman will announce the start of voting through e-Voting facility provided at the EGM.

- (b) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- (c) Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to grant access to the web-cam/ camera to enable two-way video conferencing.
- (d) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (f) Members who need assistance before or during the EGM, can contact Mr. Sagar Ghosalkar, Asst. Manager, NSDL on email ID: evoting@nsdl.co.in or call on Toll-free Nos.: 1800-1020-990 and 1800-22-430.
- (g) Members who would like to express their views or ask questions during the EGM may post their queries in the window 'Ask Your Question', by mentioning their name and demat account number/folio number.
- (h) **Speaker Registration:** In addition to the above-mentioned step, the Members may register themselves as a speaker for the EGM to express their views / ask questions during the EGM. Accordingly, the Members may follow the steps as mentioned under "Step 1: Access to NSDL e-Voting system" between 9:00 A.M. (IST), Wednesday, October 13, 2021 and 5:00 P.M. (IST), Friday, October 15, 2021 i.e. the remote e-Voting period. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the Speaker registration link available against the EVEN of Route Mobile Limited and entering their contact details. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of the time at the EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM in relation to the agenda to be transacted at the EGM.

16. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- (a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
- (b) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.
- (c) Only those Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting. The Members who have cast their votes by remote e-Voting prior to the EGM, may attend and participate in the EGM but they shall not be entitled to cast their vote again at the EGM.
- (d) Members can opt for only one mode of voting i.e. either by remote e-Voting or voting at the EGM by electronic voting.

17. OTHER INFORMATION

- (a) Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited ("KFinTech"), [Unit : **Route Mobile Limited**], Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India, Toll Free No. : 1800-3094-001 Email Id: einward.ris@kfintech.com. Members holding shares in electronic form/Demat mode must intimate the changes, if any, to their respective Depository Participants (DPs) only. Non-Resident Indian Members are requested to inform KFinTech immediately of the change in residential status on return to India for permanent settlement. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/KFin Technologies Private Limited. Members are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the KFin Technologies Private Limited. Members who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialised form and with KFinTech in case shares are held in physical form, which could help the Company in sending paperless communication in future.
- (b) The Scrutinizer shall, immediately after the conclusion of the voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(c) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.routemobile.com and on the website of NSDL on www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the EGM, i.e. Saturday, October 16, 2021.

**by Order of the Board of Directors
for Route Mobile Limited**

Date: September 22, 2021

Place: Mumbai

Sd/-

Rathindra Das

Head Legal, Company Secretary and Compliance Officer

(Membership No. ACS 24421)

Registered & Corporate Office: 4th Dimension, 3rd Floor,
Mind Space, Malad (West), Mumbai 400064
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@routemobile.com
Website: www.routemobile.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to raise additional capital for its future growth and expansion. The proceeds may be utilized for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company or for any other general purposes as may be permissible under the applicable law and approved by their Board (hereinafter called the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise power conferred by this resolution).

Accordingly, it is proposed to raise funds through issuance of equity shares or other Securities convertible into or exchangeable into Equity Shares or Non-Convertible Debt instruments (“**NCDS**”) (with or without warrants) or any combination thereof by way of preferential allotment, issuance of American Depository Receipts (“**ADRs**”), Global Depository Receipts (“**GDRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), Qualified Institutions Placement (“**QIP**”) or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, with or without green shoe option, whether Rupee denominated or denominated in foreign currency in accordance with the applicable laws, for an aggregate amount not exceeding ₹2,000 Crores (Rupees Two Thousand Crores Only) at such price or prices including premium/ discount to market price in such manner and on such terms and conditions as may be deemed appropriate to the Board, including in accordance with applicable provisions of the SEBI ICDR Regulations.

This enabling Special Resolution seeks to empower the Board (or a duly authorized committee thereof) to issue Equity Shares and/ or other eligible Securities as contemplated in the resolution set out above. The Board of the Company in their meeting held on September 22, 2021, approved the raising of Capital for an amount not exceeding ₹2,000 crores.

In terms of Section 62(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force, (“**Companies Act**”)), shares may be issued to persons who are not the existing Shareholders of a company, if the company is authorized by a special resolution passed by its Shareholders. Further, in terms of provisions of Section 42 and 71 of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the Shareholders of the Company by a special resolution. Therefore, consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law.

The Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank, in all respects, *pari-passu* with the existing Securities of the Company. The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

The relevant Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, no allotment shall be made, either directly or indirectly to any promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

A minimum of 10% of the Equity Shares and/ or other eligible Securities to be issued as aforesaid pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.

The combination of instruments, price, proportion and timing of the Equity Shares and other Securities to be issued pursuant to the special resolution shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals and in due consideration of prevailing market conditions and other relevant factors. This Special Resolution authorizes the Board thereof to issue the Securities in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. In the event of the Issue of the equity shares as aforesaid by way of QIP, the special resolution also seeks to empower the Board of Directors to undertake QIP as defined by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Board (or a duly authorized committee thereof) at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the floor price. The “Relevant Date” for the purpose of determination

of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the SEBI ICDR Regulations, other applicable laws and as mentioned in the resolution.

In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the type and quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches, the principle terms of assets charged as securities and the detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board or a committee thereof in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Pursuant to Section 62 of the Companies Act and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing Members in the manner laid down in the said section unless the Members decide otherwise in a general meeting. Accordingly, approval of the Members is sought for issuing such instruments as the Company may deem appropriate to parties including other than the existing Shareholders.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board/ or any Committee thereof to offer, issue and allot Securities to the investors, who may or may not be the existing Members of the Company.

The approval of the Shareholders is being sought to enable the Board or any Committee thereof, constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the Shareholders of the Company in this regard.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the KMP, Director or his / her relative may be, directly or indirectly, interested.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 1 for the approval of the Members as a **Special Resolution**.

Item No. 2

In terms of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, the limit of investment by foreign portfolio investors (including foreign institutional investors holding valid certificates of registration from SEBI and deemed to be foreign portfolio investors) shall not exceed the sectoral cap/statutory limit, as applicable to the Company. Pursuant to a special resolution passed by the Shareholders on February 22, 2020, the investment limits by foreign portfolio investors in the Company was set at 49%. This limit of 49% can be increased to the sectoral cap/statutory limit, as applicable by the Company, by passing a Special Resolution to that effect by its Shareholders.

To make more space for FPIs (including foreign institutional investors holding valid certificates of registration from SEBI and deemed to be foreign portfolio investors) to invest in the equity of the Company, it is proposed to increase the present limit of FPIs shareholding in the company from 49% up to an aggregate limit of 100% of paid up equity share capital of the Company, by subscription in the QIP in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item no. 2 of the Notice for increase in the limit of shareholding by registered Foreign Portfolio Investors (FPIs) from 49% to 100% of the paid-up capital of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the resolution proposing the increase in permissible investment limits of FPIs, as set out in Item No. 2 for approval of the Members by way of a **Special Resolution**.

**by Order of the Board of Directors
for Route Mobile Limited**

Date: September 22, 2021
Place: Mumbai

Sd/-
Rathindra Das
Head Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)

Registered & Corporate Office: 4th Dimension, 3rd Floor,
Mind Space, Malad (West), Mumbai 400064
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@rotemobile.com
Website: www.rotemobile.com