

Ref No: RML/2024-25/462

Date: May 8, 2024

To,

**BSE Limited**  
**Scrip Code: 543228**
**National Stock Exchange of India Limited**  
**NSE Symbol: ROUTE**

Dear Sir/Madam,

**Sub: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Change in Management.**

We are pleased to inform you that the Board of Directors (“**Board**”) of Route Mobile Limited (“**Company**”), based on the recommendation of the Nomination and Remuneration Committee, approved today, the following changes in the Management of the Company:

Sl. No.	Name	DIN	Designation	Appointment/Cessation	Tenure
1.	Mr. Guillaume Antoine Boutin	10498724	Additional (Non-Executive- Non-Independent) Director; <i>and Chairman of the Board and Company</i>	Appointment	NA
2.	Mr. Mark James Reid	10498698	Additional (Non-Executive – Non-Independent) Director	Appointment	NA
3.	Mr. Anil Kumar Chanana	00466197	Additional and Independent Director	Appointment	3 years
4.	Mrs. Harita Gupta	01719806	Additional and Independent Director	Appointment	3 years
5.	Mr. Prakash Advani	05322952	Additional and Independent Director	Appointment	3 years
6.	Mr. Sandipkumar Chandrakant Gupta	01272932	Non-Executive – Non-Independent Director <i>Chairman of the Board and Company</i>	Cessation	NA
7.	Mr. Nimesh Shantilal Salot	00004623	Independent Director	Cessation	NA
8.	Mrs. Sudha Pravin Navandar	02804964	Independent Director	Cessation	NA
9.	Mr. Arun Vijaykumar Gupta	05131228	Independent Director	Cessation	NA
10	Mr. Bhaskar Pramanik	00316650	Independent Director	Cessation	NA

Please note that: (a) pursuant to their appointment as Additional and Independent Directors to the Board of the Company (subject to approval of the shareholders), Mr. Anil Kumar Chanana, Mr. Prakash Advani and Mrs. Harita Gupta, are not liable to retire by rotation; and (b) pursuant to their appointment as Additional Non-Executive-

Non-Independent Directors to the Board of the Company (subject to approval of the shareholders), Mr. Guillaume Antoine Boutin and Mr. Mark James Reid as are *liable to retire by rotation*.

Mr. Rajdipkumar Gupta shall continue to act as the Managing Director and Group Chief Executive Officer (MD & GCEO) of the Company and is appointed as the Lead of the Communication Platform as a Service (**'CPaaS Lead'**) business of Proximus Opal S.A./ N.V. a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium, promoter of the Company (Acquirer company) (**'Proximus Opal'**).

Further, the Board has also approved the appointment of Mr. Prakash Advani, and Mrs. Harita Gupta, the Independent Directors of the Company as the Director to the Board of Route Mobile (UK) Limited and Routesms Solutions FZE, Material Subsidiaries of the Company. The Board also has approved the appointment of Mr. Raj Gill, Finance Lead of Proximus Opal as the Director to the Board of Route Mobile (UK) Limited and Routesms Solutions FZE, Material Subsidiaries of the Company. Further, with the approval of the Board, Mr. Prakash Advani has been designated as the *Lead Independent Director*.

In accordance with BSE circular no. LIST/COMP/14/2018-19 and NSE circular no. NSE/CML/2018/24, dated June 20, 2018, it is hereby confirmed that Mr. Guillaume Antoine Boutin, Mr. Mark James Reid, Mr. Anil Kumar Chanana, Mr. Prakash Advani and Mrs. Harita Gupta are not debarred from holding office of Directors by virtue of any order passed by Securities and Exchange Board of India (**"SEBI"**) or any other authority. Further, there is no *inter-se* relationship between Mr. Guillaume Antoine Boutin, Mr. Mark James Reid, Mr. Anil Kumar Chanana, Mr. Prakash Advani and Mrs. Harita Gupta and any other member of the Board.

Consequent upon the aforesaid appointments and resignations of the directors and reconstitution of the Committees, the Committee Composition will be as follows with effect from May 8, 2024:

Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee	
Name of the Director	Designation	Name of the Director	Designation	Name of the Director	Designation
Mr. Anil Kumar Chanana	Chairman	Mrs. Harita Gupta	Chairperson	Mr. Guillaume Antoine Boutin	Chairman
Mr. Prakash Advani	Member	Mr. Anil Kumar Chanana	Member	Mr. Prakash Advani	Member
Mr. Mark James Reid	Member	Mr. Mark James Reid	Member	Mr. Rajdipkumar Gupta	Member

Corporate Social Responsibility Committee		Risk Management Committee	
Name of the Director	Designation	Name of the Director	Designation
Mrs. Harita Gupta	Chairperson	Mr. Anil Kumar Chanana	Chairman
Mr. Guillaume Antoine Boutin	Member	Mr. Prakash Advani	Member
Mr. Rajdipkumar Gupta	Member	Mr. Mark James Reid	Member

The brief profile and the details of appointments as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the appointment of the abovementioned Directors is given as **"Annexure 1"**.

The copy of resignation letters and the details of resignations as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the abovementioned resignations is given as “**Annexure 2**”.

**Closing of Transaction:**

Proximus Opal as the acquirer, together with Proximus S.A./N.V. a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium (“**Proximus**”), in its capacity as person acting in concert (“**Acquirer**”/ “**Proximus Group**”), had initiated an open offer for 26% / 16,405,338 shares in the Company from its public shareholders, pursuant to which Proximus Opal acquired 24.99% / 15,768,803 shares. The open offer was triggered pursuant to a share purchase agreement dated 17 July 2023 (“**SPA**”), pursuant to which Proximus Opal has acquired 57.71% / 36,414,286 shares from Chandrakant J Gupta (HUF), Rajdipkumar C Gupta (HUF), Sandipkumar C Gupta (HUF) Mr. Sandipkumar Chandrakant Gupta, Mr. Rajdipkumar Chandrakant Gupta, Mr. Chandrakant Jagannath Gupta Mrs. Chamelidevi Chandrakant Gupta, Mrs. Sarika R Gupta, Mrs. Sunita S Gupta and Mr. Sandipkumar Chandrakant Gupta (holding shares as a trustee on behalf of CC Gupta Family Trust).

Pursuant to the above Proximus Opal has:

- (i) acquired 82.70% of the Expanded Share Capital of the Company;
- (ii) acquired Control over the Company, and
- (iii) become a Promoter of the Company

A Press Release to be issued in this regard is attached as “**Annexure 3**”.

Additionally, we submit pursuant to Regulation 30 (4) (c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), that the Audit Committee and the Board today has approved entering into certain related party transactions with various entities within the Proximus Group, subject to the approval of the shareholders, the details of which are provided in the “**Annexure 4**”.

The Company shall seek approval of the shareholders by way of postal ballot, in due course and the exchanges shall be updated accordingly.

In this regard, the disclosure in terms of Regulation 30 of the Listing Regulations read with Paragraph B.4.2 of Annexure I of the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is given in the “**Annexure 4**”.

The meeting of the Board of Directors concluded at 9:30 P.M. IST

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**  
**Membership No: F12663**

**Encl:** as above

**ANNEXURE 1**

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given below:

Sr. No.	Particulars	Guillaume Antoine Boutin	Mark James Reid
1	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment as Additional Non-Executive- Non-Independent Director	Appointment as Additional Non-Executive - Non-Independent Director
2	Date of appointment/ <del>cessation</del> (as applicable)  Term of appointment	May 8, 2024  Liable to retire by rotation, subject to approval of the shareholders of the Company.	May 8, 2024  Liable to retire by rotation, subject to approval of the shareholders of the Company
3	Brief Profile (in case of appointment)	As per attached <b>Annexure 1.A</b>	As per attached <b>Annexure 1.B</b>
4	Disclosure of Relationships between Directors (in case of appointment of a Director)	Mr. Guillaume Antoine Boutin is not related to any of the Directors of the Company.	Mr. Mark James Reid is not related to any of the Directors of the Company
5	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018	Mr. Guillaume Antoine Boutin is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.	Mr. Mark James Reid is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.

Sr. No.	Particulars	Anil Kumar Chanana	Harita Gupta	Prakash Advani
1	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment as Additional and Independent Director	Appointment as Additional and Independent Director	Appointment as Additional and Independent Director
2	Date of appointment/ <del>cessation</del> (as applicable)  Term of appointment	May 8, 2024  3 years	May 8, 2024  3 years	May 8, 2024  3 years
3	Brief Profile (in case of appointment)	As per attached <b>Annexure 1.C</b>	As per attached <b>Annexure 1.D</b>	As per attached <b>Annexure 1.E</b>
4	Disclosure of Relationships between Directors (in case of appointment of a Director)	Mr. Anil Kumar Chanana is not related to any of the Directors of the Company.	Mrs. Harita Gupta is not related to any of the Directors of the Company.	Mr. Prakash Advani is not related to any of the Directors of the Company.
5	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018	Mr. Anil Kumar Chanana is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.	Mrs. Harita Gupta is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.	Mr. Prakash Advani is not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.

**ANNEXURE 1.A****Brief Profile of Mr. Guillaume Antoine Boutin**

Mr. Guillaume Antoine Boutin has been Chief Executive Officer since 1st December 2019 and presides over the Executive Committee of Proximus. He is also Chairman of the Board of Directors of BICS S.A./N.V. ("**BICS**") and Telesign Corporation ("**TS**"), as well as member of the Proximus Art Board. Since 23 February 2024, he is also CEO of BICS ad interim.

Previously, Mr. Boutin joined the Proximus Executive Committee as Chief Consumer Market Officer in August 2017. Mr. Boutin started his career joining a web start-up.

He then joined SFR where he successively held various positions in strategy, finance and marketing until he joined Canal+ Group in 2015 as Chief Marketing Officer.

He holds a "baccalauréat scientifique", followed by a degree in Telecommunications Engineering (Telecom Sud Paris "Programme Grande Ecole", 1997) and a degree from HEC Paris, "Programme Grande Ecole", obtained in 1999

## ANNEXURE 1.B

### Brief Profile of Mr. Mark James Reid



Mr. Mark Reid is Proximus' Financial Lead since May 2021.

Before joining Proximus, Mr. Reid served as the Chief Financial Officer of the Central European Region of Liberty Global, based in Zurich for 5 years.

Prior to that role he was a Deputy CFO at Virgin Media in London also part of the Liberty Global family.

He has held Senior Financial roles in International Telecom, Digital Media & Travel companies for over 20 years and has worked in Switzerland, UK & the US.

He is a Board member of BICS, Telesign, MWinz and the Proximus Pension Fund.

Mr. Reid holds an Honors Degree in Aeronautical Engineering from Glasgow University. He's a Chartered Accountant with the certification from the Chartered Institute of Management Accountants (CIMA).

## ANNEXURE 1.C

### Brief Profile of Mr. Anil Kumar Chanana



Mr. Anil Chanana is a finance veteran, with more than 40 years of experience covering global IT and analytics. Mr. Chanana is serving as business consultant in strategy and finance. He is on the board of listed and unlisted entities having private equity sponsors and in diverse sectors such as CDMO, API, intermediates and formulations, sports and athleisure footwear, IT services, Nex-gen customer experience, and health benefits administration. He has previously served as the Chief Financial Officer of HCL Technologies Limited and worked closely with the board in formulating and executing strategic priorities. Mr. Chanana is a Chartered Accountant by profession, and has completed his B.Com (Honours) from the University of Delhi and the financial management program at the Stanford Graduate School of Business.

**ANNEXURE 1.D****Brief Profile of Mrs. Harita Gupta:**

Mrs. Harita Gupta is the head of Asia Pacific at Sutherland, leading the business for IT/ITES services across 4 Geographies (Philippines, India, China and Malaysia). She has over 3 decades of vast Global experience in the Digital and IT services sector having worked with Microsoft India and NIIT Technologies prior to Sutherland. Her focus is around Digital Transformation and Innovation and enabling businesses to leverage the opportunity.

Mrs. Harita is the Chairperson of the BPM Council, NASSCOM and a member of NASSCOM's Executive Council. She has a Master Degree holder from IIT Delhi. Mrs. Harita lives in Gurgaon India. Ms. Harita is a visionary leader who is also very people focused. She is a torchbearer for building an inclusive work culture with focus on People with Disabilities, members of LGBTQ+ and other communities.

She is a key influencer representing the industry on the transformation that Generative AI and ML will bring to Business and the Talent landscape.

## ANNEXURE 1.E

### Brief Profile of Mr. Prakash Advani



Mr. Prakash Advani is a seasoned, multidisciplinary C-suite executive with over two decades of experience in financial organizations in EMEA. He has after securing fit and proper approvals from the European Central Bank and local financial regulators of Belgium, Netherlands, Italy, Germany, Luxembourg carried out several senior management roles in various banks and non-banking financial institutions in the above European jurisdictions. In an executive capacity, Prakash Advani spearheaded several strategic transformations as the Country Executive of Royal Bank of Scotland (RBS), Luxembourg and Belgium branch(es) and thereafter as Group Head of Strategy and Structuring of the French-Belgian bank - Dexia Group. He also played pivotal roles in structuring and negotiating mergers and acquisitions as well as facilitating funding and treasury operations spanning across multiple industries having been an Executive Director at ABN AMRO, Corporate Finance Belgium and Head of Corporate Coverage, RBS Belgium. As a Non-Executive and Independent Director, Prakash is currently also acting as Chair of Risk Committee and member of the Audit and Nominations Committee at Bank Nagelmackers, a Belgian retail and private bank. Additionally, Mr. Advani also provides strategic consultation to boards, family offices, and controlling shareholders, assisting in their growth and strategic decision-making. From 2016 to 2020, Prakash Advani also acted as an Expert Evaluator for the European Union's (EU) flagship Horizon 2020 program.

Mr. Prakash Advani is known for his collaborative approach and effective communication skills. As an alumnus of Harvard Business School, a Chartered Accountant, and a seasoned banker with a successful track record across Europe, Asia, and the Middle East, he brings strong networking abilities, team-building acumen, interpersonal skills, and sound business judgment.

**ANNEXURE 2**

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given below:

Sr. No.	Particulars	Sandipkumar Chandrakant Gupta	Nimesh Shantilal Salot	Sudha Pravin Navandar	Arun Vijaykumar Gupta	Bhaskar Pramanik
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Resignation vide letter dated May 8, 2024 attached as <b>Annexure 2.A</b>	Resignation vide letter dated May 8, 2024 attached as <b>Annexure 2.B</b>	Resignation vide letter dated May 8, 2024 attached as <b>Annexure 2.C</b>	Resignation vide letter dated May 8, 2024 attached as <b>Annexure 2.D</b>	Resignation vide letter dated May 8, 2024 attached as <b>Annexure 2.E</b>
2	Date of appointment/ cessation (as applicable)  Term of appointment	Cessation on May 8, 2024  Not Applicable				
3	Brief Profile (in case of appointment)	Not Applicable				
4	Disclosure of Relationships between Directors (in case of appointment of a Director)	Not Applicable				
<b>Additional Information in case of resignation of an Independent Director</b>						
5.	Letter of Resignation along with detailed reason for resignation	Not Applicable	Enclosed as Annexure 2.B	Enclosed as Annexure 2.C	Enclosed as Annexure 2.D	Enclosed as Annexure 2.E
6.	Names of listed entities in which the resigning director holds	Not Applicable	<u>Directorship:</u>  NIL	<u>Directorship:</u> 1. Yasho Industries Limited (Non-Executive -	<u>Directorship:</u>  NIL	<u>Directorship:</u>  NIL

	<p>directorships, indicating the category of directorship and membership of board committees, if any.</p>		<p><u>Committee Membership(s):</u> NIL</p>	<p>Independent Director) 2. Anand Rathi Wealth Limited (Non-Executive - Independent Director) 3. Kolte-Patil Developers Limited (Non-Executive - Independent Director) 4. Tribhovandas Bhimji Zaveri Limited (Non-Executive - Independent Director) <u>Committee Membership(s):</u> 1. Audit Committee-Member (Yasho Industries Limited) 2. NRC-Member (Yasho Industries Limited) 3. Audit Committee-Chairperson (TBZ) 4. NRC-Member (TBZ) 5. Audit Committee-Member (Kolte-Patil Developers Ltd) 6. NRC-Member (Kolte-Patil Developers Ltd) 7. SRC-Member</p>	<p><u>Committee Membership(s):</u> NIL</p>	<p><u>Committee Membership(s):</u> NIL</p>
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				<p>(Kolte-Patil Developers Ltd)</p> <p>8. Audit Committee-Member (Anand Rathi Wealth Ltd)</p> <p>9. NRC-Member (Anand Rathi Wealth Ltd)</p> <p>10. RMC-Member (Anand Rathi Wealth Ltd)</p> <p>11. CSR-Member (Anand Rathi Wealth Ltd)</p>		
7.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Not Applicable	Mr. Nimesh Salot has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.	Mrs. Sudha Navandar has confirmed that there are no material reasons for her resignation other than those mentioned in her resignation letter.	Mr. Arun Gupta has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.	Bhaskar Pramanik has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.

Date: May 8, 2024

To,  
The Board of Directors  
Route Mobile Limited  
4th Dimension, 3rd Floor, Mind Space,  
Malad (west), Mumbai 400064.

Dear Sirs/Madam

**Subject: Resignation as a Chairman and Non executive Director of the Company.**

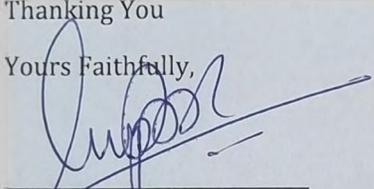
This is to inform the Board that due to my pre-occupation and other personal commitments, I hereby tender my resignation as a Chairman and Non-executive Director of the Company with immediate effect on May 8, 2024.

Consequently, I will also be stepping down as the Member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Further, I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Thanking You

Yours Faithfully,



Sandipkumar Gupta  
DIN: 01272932

Date: May 8, 2024

To,  
The Board of Directors  
Route Mobile Limited  
4<sup>th</sup> Dimension, Mind Space, 3<sup>rd</sup> Floor,  
Malad (West), Mumbai, Maharashtra, 400064

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Dear Sir(s)/Madam,

**Subject: Resignation as an Independent Director of the Company**

This is to inform the Board that due to my pre-occupation and other personal commitments, I hereby tender my resignation as an Independent Director of the Company with immediate effect on May 8, 2024.

Consequently, I will also be stepping down as the Member of the Audit Committee, Stakeholder's Relationship Committee, and Corporate Social Responsibility Committee of the Company.

I hereby confirm that there is no other material reason other than mentioned above for my resignation.

Further, I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Thanking You

Yours truly,



**Nimesh Salot**  
**DIN: 00004623**

Date: May 8, 2024

To,  
The Board of Directors  
Route Mobile Limited  
4<sup>th</sup> Dimension, Mind Space, 3<sup>rd</sup> Floor,  
Malad (West), Mumbai, Maharashtra, 400064

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Dear Sir(s)/Madam,

**Subject: Resignation as an Independent Director of the Company**

This is to inform the Board that due to my pre-occupation and other personal commitments, I hereby tender my resignation as an Independent Director of the Company with immediate effect on May 8, 2024.

Consequently, I will also be stepping down as the Member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.

I hereby confirm that there is no other material reason other than mentioned above for my resignation.

Further, I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Regards,



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**Sudha Navandar**  
**DIN: 01636981**

Date: May 8, 2024

To,  
The Board of Directors  
Route Mobile Limited  
4<sup>th</sup> Dimension, Mind Space, 3<sup>rd</sup> Floor,  
Malad (West), Mumbai, Maharashtra, 400064

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Dear Sir(s)/Madam,

**Subject: Resignation as an Independent Director of the Company**

This is to inform the Board that due to my pre-occupation and other personal commitments, I hereby tender my resignation as an Independent Director of the Company with immediate effect on May 8, 2024.

Consequently, I will step down from the board of Director of Route Mobile (UK) Limited and Routesms Solution FZE. I will also be stepping down as the Member of Nomination and Remuneration Committee of the Company.

I hereby confirm that there is no other material reason other than mentioned above for my resignation.

Further, I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Regards,



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**Arun Gupta**  
DIN: 05131228

Date: May 8, 2024

To,  
The Board of Directors  
Route Mobile Limited  
4<sup>th</sup> Dimension, Mind Space, 3<sup>rd</sup> Floor,  
Malad (West), Mumbai, Maharashtra, 400064

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Dear Sir(s)/Madam,

**Subject: Resignation as an Independent Director of the Company**

This is to inform the Board that due to my pre-occupation and other personal commitments, I hereby tender my resignation as an Independent Director of the Company with immediate effect on May 8, 2024.

Consequently, I will also be stepping down as the Member of the Audit Committee, and Stakeholder's Relationship Committee of the Company.

I hereby confirm that there is no other material reason other than mentioned above for my resignation.

Further, I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

Thanking You

Yours truly,

  
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**Bhaskar Pramanik**  
DIN: 00316650

## Annexure 3

### Press Release

#### **Route Mobile embarks on a new strategic direction by becoming a part of the Proximus Group. This will help the company expand its global footprint and product portfolio.**

**Mumbai, 08 May, 2024:** Route Mobile Limited (Route Mobile), a global player in Communications Platform as a Service (CPaaS), has now become a part of the Proximus Group, a provider of digital services and communication solutions operating in Belgium and international markets, through a strategic acquisition by the latter.

In July 2023, Proximus Group signed a definitive agreement with the founding shareholders of Route Mobile to acquire 57.56%<sup>1</sup> of Route Mobile through Proximus Opal<sup>2</sup> for INR 59,244 million (EUR 643.0 million<sup>3</sup>) cash consideration, which corresponds to a price per share of INR 1,626.40<sup>4</sup>. Some of the founding shareholders of Route Mobile subsequently committed to reinvest EUR 299.6 million in Proximus Opal, resulting in a stake of 12.72%, expected to be completed in the next few weeks.

Over the past years, Proximus Group already built up a significant presence in the CPaaS and digital identity markets. The complementary expertise and global reach of Route Mobile (a leader in CPaaS) and their US-based affiliate - Telesign (leader in Digital Identity), will allow to reap the benefits of scale, accelerate growth as a truly worldwide group and generate shareholder value.

Following receipt of regulatory clearances and finalization of the MTO process, the transaction has been completed today. The MTO stake, coupled with the shares acquired from the founding shareholders, brings the total shareholding of Proximus Opal in Route Mobile to 82.70%<sup>5</sup>.

#### **A strategic direction for global expansion**

With this acquisition, Route Mobile has now become part of the Proximus Group, which becomes one of the world's largest CPaaS players by messaging volume. This is a strategic direction for Route Mobile, which will help in entering mature markets like the USA and Europe, expanding product portfolio and unlocking identified synergies with Telesign.

Rajdip Gupta will continue as the Managing Director & Group CEO of Route Mobile and will also spearhead the CPaaS business, globally.

Talking about this development, **Guillaume Boutin, Chief Executive Officer, Proximus**, said, "Route Mobile is an exciting new addition to the Proximus Group's family of international companies, which includes Telesign and BICS. This expansion enhances our CPaaS capabilities, completes our geographical

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<sup>1</sup> On a fully diluted basis, Taking into account evolutions in the total number of shares since July 2023, this corresponds to 57.71% of the current total of shares.

<sup>2</sup> Proximus Opal is a subsidiary of the Proximus Group holding 100% of Telesign and following this acquisition also the majority stake in Route Mobile

<sup>3</sup> At an exchange rate of 0.0108578 EUR/INR.

<sup>4</sup> Based on the 10-day volume-weighted average price (VWAP) of Route Mobile of INR 1,626.40.

<sup>5</sup> On a fully diluted basis. As a result, the public shareholding in Route Mobile falls below the minimum level required as per Indian regulations, i.e., 25% of the aggregate shareholding. Proximus Opal will ensure that it satisfies this requirement within 12 months in order to hold a stake of maximum 75% in Route Mobile.

reach and aligns with our expectations of creating substantial value. It's a strategic move that we believe will contribute positively to Proximus's risk profile and support our goals for sustainable growth and cash flow. I really look forward to embracing this new phase in our strategic development."

**Rajdip Gupta, Managing Director & Group CEO, Route Mobile Limited**, said, "Route Mobile completes 20 years of its establishment this year. It has been a remarkable journey from Bootstrap to IPO to a Profitable Unicorn. This development takes us one step further to our goal of becoming a \$1 billion revenue company". **He also said**, "We look forward to working with Telesign and creating a global leader in digital communications and digital identity within the Proximus Group."

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**Media Contact:**

**Mr. Sumiit Zaware**

Email: [press@routemobile.com](mailto:press@routemobile.com)

Contact: +91 81085 16485

**Ms. Isha Pawar**

Email: [isha@conceptpr.com](mailto:isha@conceptpr.com)

Contact: +91 77383 44952

**About Route Mobile Limited (www.routemobile.com) (BSE: 543228; NSE: ROUTE)**

Established in 2004, Route Mobile Limited ("RML") is a cloud communications platform service provider catering to enterprises, over-the-top (OTT) players, and mobile network operators (MNOs). RML's portfolio comprises solutions in Business Messaging, Voice, Email, SMS filtering, analytics, and monetization. RML has a diverse enterprise client base across various industries, including social media companies, banks and financial institutions, e-commerce entities, and travel aggregators. RML is headquartered in Mumbai, India, with a global presence in Asia Pacific, the Middle East, Africa, Europe, and the Americas.

**Additional Resources**

Follow Route Mobile on LinkedIn: <https://in.linkedin.com/company/routemobilelimited>

Follow Route Mobile on Twitter: [https://twitter.com/route\\_mobile](https://twitter.com/route_mobile)

Become a fan of Route Mobile: <https://www.facebook.com/Routemobilelimited>

**About Proximus Group**

Proximus Group (Euronext Brussels: PROX), headquartered in Brussels, is a provider of future-proof connectivity, IT and digital services, operating in the Benelux and global markets. The Group is actively engaged in building a connected world and in ensuring the trustworthiness, security and sovereignty of digital services, to the benefit of society.

Proximus has the ambition to build the #1 gigabit network for Belgium and plays a central role in creating inspiring digital ecosystems, while fostering an engaging culture and empowering ways of working. Building upon these strengths, Proximus aims to contribute to an inclusive and sustainable digital society, delight customers with an unrivalled experience and achieve profitable growth both locally and internationally to deliver long-term value for stakeholders.

In Belgium, Proximus' core products and services are offered under the Proximus, Mobile Vikings, Scarlet and Proximus NXT brands. The Group is also active in Luxembourg (Tango and Telindus Luxembourg) and in the Netherlands (Telindus Netherlands). The Group's international carrier activities are managed by BICS, a leading international communications enabler, one of the key global voice carriers and the leading provider of mobile data services worldwide. With Telesign, the Group also encompasses a fast-growing leader in authentication and digital identity services, serving the world's largest internet brands, digital champions and cloud native businesses.



Registered & Corporate Office:

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CIN No: L72900MH2004PLC146323

With 11,654 employees, imbued with Proximus' Think Possible mindset and all engaged to offer a superior customer experience, the Group realized an underlying Group revenue of EUR 6,042 million end-2023.

For more information, visit [www.proximus.com](http://www.proximus.com) & [www.proximus.be](http://www.proximus.be).

**Annexure 4**

Sr. No.	Items for Disclosure	Description
1	Name of the entities to the contract(s)	Route Mobile Limited, along with its subsidiaries; Proximus S.A./N.V., ('Proximus'), Proximus Opal S.A./N.V. ('Opal'), Telesign Corporation ("TS") and BICS S.A./N.V., ('BICS') and their subsidiaries
2	Significant terms and conditions of order(s)/contract(s) awarded in brief	As described in sr. no 4 below.
3	Whether order(s) / contract(s) have been awarded by domestic/international entity	N.A.
4	Nature of contract(s)	Sale of firewall products, SMS Gateway service, agency services; provision of operational management and support services: (a) by RML to the Group Entities and Opal; and (b) by the Group Entities and Opal to RML; cross-selling of Omnichannel Products, Digital Identity Products; procurement savings and omnichannel cloud communications, CPaaS Voice, and reciprocal A2P SMS and IP messaging termination services arrangement
5	Whether domestic or international	Domestic & International
6	Time period by which the order(s)/contract(s) is to be executed	FY 2024-25, FY 2025-26 and FY 2026-27 i.e., three financial years
7	Broad consideration or size of the order(s)/contract(s)	Comprising of Sale and Purchase put together, spread over FY 2024-25, FY 2025-26 and FY 2026-27, Rs. 33 crores (approx.) for firewall products and gateway arrangements, for (management and operational and other Support services (R&D, G&A etc.) Rs. 325 crores (approx.), for cross selling of omnichannel and digital identity products Rs. 570 crores (approx.), and third-party synergies viz. Procurement savings and omnichannel, Cloud communications, CPaaS Voice and Reciprocal A2P SMS and IP messaging termination services arrangement Rs. 5860 crores (approx.)
8	Whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof	<ul style="list-style-type: none"> <li>▪ <u>Nature of relationship:</u> <ul style="list-style-type: none"> <li>(a) Proximus is the holding company of Opal / promoter of the Company</li> <li>(b) Opal is the promoter/majority shareholder of the Company;</li> <li>(c) TS is a subsidiary of Opal;</li> <li>(d) BICS is the wholly owned subsidiary of Opal.</li> </ul> </li> </ul>
9	Whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at "arm's length".	Yes; the transactions are at arms' length