

**Ref No:** RML/2024-25/503

**Date:** August 21, 2024

To,

**BSE Limited**

**Scrip Code: 543228**

**National Stock Exchange of India Limited**

**Symbol: ROUTE**

Dear Sir/Madam,

**Sub: Declaration of Voting Results of 20<sup>th</sup> Annual General Meeting of Route Mobile Limited ('the Company')**

In continuation to our intimation dated August 20, 2024, pertaining to the 20<sup>th</sup> Annual General Meeting ('AGM') of the Company held on August 20, 2024, please find enclosed the following:

1. The Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Obligations') as **Annexure - 1**.
2. The Scrutinizer's Report dated August 21, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.routemobile.com](http://www.routemobile.com) and will also be made available on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This information is submitted pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations.

You are requested to take the above information on record.

Thanking you,

Yours truly,

**For Route Mobile Limited**

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**Rathindra Das**

**Group Head Legal, Company Secretary & Compliance Officer**

**Membership No.: F12663**

**Encl:** as above

20<sup>th</sup> Annual General Meeting Voting Results

<b>Date of the Annual General Meeting</b>	August 20, 2024
<b>Total number of shareholders as on record date (i.e., August 13, 2024)</b>	150202
<b>No. of shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group:  Public:	No arrangement for a physical meeting or appointment of proxy was made as the Annual General Meeting was held through VC/OAVM.
<b>No. of Shareholders attended the meeting through Video Conferencing</b>  Promoters and Promoter Group:  Public:	  1  76

**For Route Mobile Limited**

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**Rathindra Das**  
**Group Head Legal, Company Secretary & Compliance Officer**  
**Membership No.: F12663**

Resolution No. 1

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of Resolution considered		Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes- in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	50958713	50958713	100	50958713	0	100	0
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	50958713	50958713	100	50958713	0	100	0
B	Public Institutions	E-Voting	4770987	3762809	78.8686	3762809	0	100	0
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	4770987	3762809	78.8686	3762809	0	100	0
C	Public Non-Institutions	E-Voting	7058832	9244	0.131	9162	82	99.1129	0.8871
		Poll (E-voting at AGM)		5428	0.0769	5428	0	100	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7058832	14672	0.2079	14590	82	99.4411	0.5589
Total (A+B+C)			62788532	54736194	87.1755	54736112	82	99.9999	0.0001
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

\_\_\_\_\_  
Rathindra Das  
Group Head Legal, Company Secretary & Compliance Officer  
Membership No.: F12663

Resolution No. 2

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of Resolution considered		Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	50958713	50958713	100	50958713	0	100	0
		Poll(E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		<b>Total</b>	<b>50958713</b>	<b>50958713</b>	<b>100</b>	<b>50958713</b>	<b>0</b>	<b>100</b>	<b>0</b>
B	Public Institutions	E-Voting	4770987	3762809	78.8686	3762809	0	100	0
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		<b>Total</b>	<b>4770987</b>	<b>3762809</b>	<b>78.8686</b>	<b>3762809</b>	<b>0</b>	<b>100</b>	<b>0</b>
C	Public Non-Institutions	E-Voting	7058832	9214	0.1305	9132	82	99.1100	0.8900
		Poll (E-voting at AGM)		5428	0.0769	5428	0	100	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		<b>Total</b>	<b>7058832</b>	<b>14642</b>	<b>0.2074</b>	<b>14560</b>	<b>82</b>	<b>99.4400</b>	<b>0.5600</b>
<b>Total (A+B+C)</b>			<b>62788532</b>	<b>54736164</b>	<b>87.1754</b>	<b>54736082</b>	<b>82</b>	<b>99.9999</b>	<b>0.0001</b>
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

\_\_\_\_\_  
Rathindra Das  
Group Head Legal, Company Secretary & Compliance Officer  
Membership No.: F12663

Resolution No. 3

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of Resolution considered		Declaration of final dividend of Rs. 2/- per equity share of the face value of Rs. 10 each (20%), of the Company for the year ended March 31, 2024.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	50958713	50958713	100.0000	50958713	0	100.0000	0.0000
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	50958713	50958713	100.0000	50958713	0	100.0000	0.0000
B	Public Institutions	E-Voting	4770987	3768744	78.9930	3768744	0	100.0000	0.0000
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	4770987	3768744	78.9930	3768744	0	100.0000	0.0000
C	Public Non-Institutions	E-Voting	7058832	9239	0.1309	9127	112	98.7877	1.2123
		Poll (E-voting at AGM)		5428	0.0769	5428	0	100.0000	0.0000
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7058832	14667	0.2078	14555	112	99.2364	0.7636
Total (A+B+C)			62788532	54742124	87.1849	54742012	112	99.9998	0.0002
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

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Rathindra Das  
Group Head Legal, Company Secretary & Compliance Officer  
Membership No.: F12663

Resolution No. 4

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of Resolution considered		Appointment of Mr. Rajdikumar Gupta (DIN: 01272947), who retires by rotation and, being eligible offers himself for re-appointment.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	50958713	50958713	100.0000	50958713	0	100.0000	0.0000
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	<b>50958713</b>	<b>50958713</b>	<b>100.0000</b>	<b>50958713</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
B	Public Institutions	E-Voting	4770987	3768744	78.9930	3751208	17536	99.5347	0.4653
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	<b>4770987</b>	<b>3768744</b>	<b>78.9930</b>	<b>3751208</b>	<b>17536</b>	<b>99.5347</b>	<b>0.4653</b>
C	Public Non-Institutions	E-Voting	7058832	9239	0.1309	9082	157	98.3007	1.6993
		Poll (E-voting at AGM)		5428	0.0769	5428	0	100	0.0000
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	<b>7058832</b>	<b>14667</b>	<b>0.2078</b>	<b>14510</b>	<b>157</b>	<b>98.9296</b>	<b>1.0704</b>
Total (A+B+C)			<b>62788532</b>	<b>54742124</b>	<b>87.1849</b>	<b>54724431</b>	<b>17693</b>	<b>99.9677</b>	<b>0.0323</b>
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

\_\_\_\_\_  
Rathindra Das  
Group Head Legal, Company Secretary & Compliance Officer  
Membership No.: F12663

Resolution No. 5

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of Resolution considered		Approval for entering into a business transfer agreement proposed to be executed between Route Mobile Limited and 3M Digital Networks Private Limited							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	50958713	0	0.0000	0	0	0.0000	0.0000
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	50958713	0	0	0	0	0	0
B	Public Institutions	E-Voting	4770987	2790756	58.4943	655338	2135418	23.4825	76.5175
		Poll (E-voting at AGM)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	4770987	2790756	58.4943	655338	2135418	23.4825	76.5175
C	Public Non-Institutions	E-Voting	7058832	9227	0.1307	8886	341	96.3043	3.6957
		Poll (E-voting at AGM)		5428	0.0769	5428	0	100.0000	0.0000
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7058832	14655	0.2076	14314	341	97.6731	2.3269
Total (A+B+C)			62788532	2805411	4.4680	669652	2135759	23.8700	76.1300
Whether Resolution is Passed or Not									No

For Route Mobile Limited

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Rathindra Das  
Group Head Legal, Company Secretary & Compliance Officer  
Membership No.: F12663

# SAP & Associates

Practicing Company Secretaries

Office :--Flat No.204, Mansarovar CHSL, Near MacDonald's, Sector – 17,  
Vashi, Navi Mumbai – 400 705, Maharashtra

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**Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the 20<sup>th</sup> Annual General Meeting (the "AGM") of Route Mobile Limited (the "Company") held on August 20, 2024 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

To,

**The Chairman  
Route Mobile Limited  
4th Dimension, 3rd Floor, Mind Space,  
Malad (west) Mumbai City MH 400064 IN**

Dear Sir,

1. The Company has appointed me, Prakash Shenoy, Practicing Company Secretary (Membership No. F12625), Partner of M/s. SAP & Associates, Practicing Company Secretaries, as a scrutinizer for the purpose of scrutinizing the:
  - (i) e-voting process (the "remote e-voting") under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"); and
  - (ii) process of voting through electronic voting system during the AGM (the "e-voting") under the provisions of Section 109 of the Act read with Rule 21 of the Rules; on each of the business contained in the Notice dated July 19, 2024 (the "Notice") of the 20<sup>th</sup> Annual General Meeting of the Members of Route Mobile Limited held on August 20, 2024 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at 3.30 PM.
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting and through e-voting during the AGM on the business contained in the Notice of the 20<sup>th</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. National Securities Depository Limited (the "NSDL"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 9:00 A.M. on August 17, 2024 to 5:00 P.M. on August 19, 2024.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting during the AGM in a

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fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by NSDL and based on the result of e-voting conducted during the AGM.

5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the e-voting through electronic voting system conducted during the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and e-voting during the AGM as under:-

## **Item No. 1:-**

Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company, for the year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	272	17	289	54730684	5428	54736112	99.9999
Against	3	-	3	82	-	82	0.0001
Total	275	17	292	54730766	5428	54736194	100.0000
Invalid / Abstained	-	-	-	-	-	-	-

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated July 19, 2024 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

## **Item No. 2:-**

Ordinary Resolution:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company, for the year ended March 31, 2024, together with the Report of the Auditors thereon.

# SAP & Associates

Practicing Company Secretaries

Office :--Flat No.204, Mansarovar CHSL, Near MacDonald's, Sector – 17,  
Vashi, Navi Mumbai – 400 705, Maharashtra

Ph: 022 35538526 Email : [saplegal@sapandassociates.in](mailto:saplegal@sapandassociates.in)

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	271	17	288	54730654	5428	54736082	99.9999
Against	03	-	03	82	-	82	0.0001
Total	274	17	291	54730736	5428	54736164	100.0000
Invalid / Abstained	-	-	-	-	-	-	-

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated July 19, 2024 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

### **Item No. 3:-**

Ordinary Resolution:

To declare dividend of Rs 2 per equity share of the face value of Rs 10 each (20%), of the Company for the year ended March 31, 2024.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	271	17	288	54736584	5428	54742012	99.9998
Against	04	-	04	112	-	112	0.0002
Total	275	17	292	54736696	5428	54742124	100.0000
Invalid / Abstained	-	-	-	-	-	-	-

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated July 19, 2024 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

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## **Item No. 4:-**

Ordinary Resolution:

To appoint a director in place of Mr. Rajdipkumar Gupta (DIN:01272947), who retires by rotation and, being eligible, offers himself for re-appointment

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	266	17	283	54719003	5428	54724431	99.9677
Against	13	-	13	17693	-	17693	0.0323
Total	279	17	296	54736696	-	54742124	100.0000
Invalid / Abstained	-	-	-	-	-	-	-

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated July 19, 2024 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

## **Special Business**

### **Item No. 5:-**

Ordinary Resolution:

To approve entering into a business transfer agreement proposed to be executed between Route Mobile Limited and 3M Digital Networks Private Limited

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	203	17	221	664224	5428	669652	23.8700
Against	72	-	72	2135759	-	2135759	76.1300
Total	275	17	293	2799983	5428	2805411	100.0000
Invalid / Abstained	001	-	001	50958713	-	50958713	-

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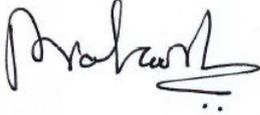
Ph: 022 35538526 Email : [saplegal@sapandassociates.in](mailto:saplegal@sapandassociates.in)

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Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated July 19, 2024 has not been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated July 19, 2024, the Members who have already voted through remote e-voting were not entitled to vote through e-voting during the AGM.
7. Electronic data and other relevant records relating to remote e-voting and e-voting during the AGM has been kept in my safe custody and shall be retained until the minutes of the AGM is approved and signed, and shall be handed over to the Chairman for safe keeping.

Thanking You  
Yours Faithfully



Prakash Shenoy  
Practicing Company Secretary  
PCS No: 22619  
Partner  
SAP & Associates  
Practicing Company Secretaries  
(Firm Registration No.P2020MH79800)  
UDIN: F012625F001009071  
PR No. 3269/2023

Place: Mumbai  
Date: August 21, 2024

Countersigned by:

For **Route Mobile Limited**

~~Chairman~~ / **Company Secretary**