

Ref No: RML/2024-25/504

Date: 23rd August, 2024

To,

BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
Symbol: ROUTE

Dear Sir/Madam,

Sub: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process.

With reference to the captioned subject, we enclose herewith the copy of the Minutes of the resolutions passed by way of Postal Ballot by remote e-voting process on August 02, 2024. The results of the Postal Ballot were announced vide our letter dated August 06, 2024.

You are requested to take the above information on record.

Thanking you,

Yours truly,

For Route Mobile Limited

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

Encl: as above

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON AUGUST 02, 2024, RESULTS OF WHICH WERE DECLARED ON AUGUST 06, 2024.

The Board of Directors ("Board") of the Company vide circular resolution passed on June 28, 2024 approved the proposal to conduct a Postal Ballot pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 (read with other relevant circulars issued by the MCA) and, 09/2023 dated 25th September, 2023 ("MCA Circulars"), to seek approval of the Members for the following resolutions:

ORDINARY RESOLUTION:

1. Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman.
2. Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent).

SPECIAL RESOLUTION:

3. Appointment of Mr. Prakash Advani (DIN: 05322952) as an Independent Director.
4. Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director.
5. Appointment of Mr. Anil Kumar Chanana (DIN:00466197) as an Independent Director.
6. Payment of Commission to the Independent Directors.

The Board appointed Mr. Dhrumil M. Shah (Membership No. F8021, Certificate of Practice No.: 8978), Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, and in his absence Mr. Dhiraj Ravindra Palav (Membership No.: A61639, Certificate of Practice No.: 26159), Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries as the 'Scrutinizer' for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited ("NSDL"). The e-voting period commenced at 9:00 A.M. (IST), Thursday, July 04, 2024 and ended at 5:00 P.M. (IST), Friday, August 02, 2024. A newspaper advertisement (w.r.t completion of despatch) as required under the Companies Act, 2013 was published in Business Standard, English (all editions) and Mumbai Lakshadeep, Marathi language, on Wednesday, July 03, 2024.

The requirement of sending physical copy of the Postal Ballot Notice and Postal Ballot Form had been dispensed with under the aforesaid MCA Circulars. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on August 05, 2024.

Summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice together with explanatory statement, dated June 28, 2024, was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e., June 21, 2024 and whose e-mail addresses were registered with the Depository Participant(s) / Registrar and Transfer Agent on the said date.
2. The remote e-voting period commenced on Thursday, July 04, 2024 9:00 A.M. [IST] and ended on Friday, August 02, 2024 5.00 P.M. [IST], both days inclusive.

3. Votes cast through electronic means were unblocked on Friday, August 02, 2024 at 5.02 P.M. after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.
4. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated August 05, 2024 to the Chairman of the Company. Based on the report, the ordinary and special resolutions set out in the Postal Ballot notice dated June 28, 2024 were passed with requisite majority.

The details of voting on the ordinary and special resolutions as per the Scrutinizer’s report were as under:

1. Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013, (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the ‘articles of association’ of the Company, Mr. Guillaume Boutin (DIN: 10498724), who was appointed as an ‘additional director’ (in the capacity of a non-executive, non-independent director) and designated as the ‘chairman’ of the Company by the board of directors of the Company (“Board”) at its meeting held on May 8, 2024, pursuant to Section 152, Section 161 and other applicable provisions of the Act, and as recommended by the ‘nomination and remuneration committee’ of the Company, and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of a director in the Company (“Director”), being eligible, be and is hereby appointed as a Director (Non-Executive Non-Independent) and designated as the Chairman of the Company with effect from May 8, 2024, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The details of voting of the Ordinary Resolution set out in Item No. 1 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting “in Favour” of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
686	5,56,72,152	99.9708

ii. Voting “Against” of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
36	16,255	0.0292

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

2. Approval Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent):

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013, (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and in accordance with the ‘articles of association’ of the Company, Mr. Mark Reid (DIN: 10498698), who was appointed as an ‘additional director’ (in the capacity of a non-executive, non-independent director) of the Company by the board of directors of the Company (“Board”) at its meeting held on May 8, 2024 pursuant to Section 152, Section 161 and other applicable provisions of the Act and as recommended by the ‘nomination and remuneration committee’ of the Company and in respect of whom the company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director in the Company (“Director”), being eligible, be and is hereby appointed as Director (Non-Executive Non-Independent) of the Company with effect from May 8, 2024, liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The details of voting of the Ordinary Resolution set out in Item No. 2 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting “in Favour” of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
680	5,56,68,671	99.9648

ii. Voting “Against” of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
39	19,581	0.0352

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

3. Appointment of Mr. Prakash Advani (DIN: 05322952) as an Independent Director:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval and recommendation of the ‘nomination and remuneration committee’ of the Company, and that of the board of directors of the Company (“Board”), and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of a ‘director’ in the Company, pursuant to Section 160 of the Companies Act, 2013, Mr. Prakash Advani (DIN: 05322952), who has been appointed as an ‘additional & independent director’ of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the ‘articles of association’ of the Company, and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an

'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years up to May 7, 2027."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The details of voting of the Special Resolution set out in Item No. 3 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting "in Favour" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
682	5,56,86,162	99.9962

ii. Voting "Against" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
34	2,095	0.0038

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

4. Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director:

"RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the 'nomination and remuneration committee' of the Company, and that of the board of directors of the Company ("Board"), and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of 'director' in the Company pursuant to Section 160 of the Companies Act, 2013, Ms. Harita Gupta (DIN: 01719806), who has been appointed as an 'additional & independent director' of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the 'articles of association' of the Company, and who has submitted a declaration that she meets the criteria of 'independence' as provided under the Act and the Listing Regulations, be and is hereby appointed as an 'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years upto May 7, 2027."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The details of voting of the Special Resolution set out in Item No. 4 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting "in Favour" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
682	5,56,86,004	99.9963

ii. Voting "Against" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
33	2,043	0.0037

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

5. Appointment of Mr. Anil Kumar Chanana (DIN:00466197) as an Independent Director:

"RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the 'nomination and remuneration committee', and that of the board of directors of the Company ("Board"), and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of 'director' pursuant to Section 160 of the Companies Act, 2013, Mr. Anil Kumar Chanana (DIN: 00466197), who has been appointed as an 'additional & independent director' of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the 'articles of association' of the Company, and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an 'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years up to May 7, 2027."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The details of voting of the Special Resolution set out in Item No. 5 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting "in Favour" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
676	5,56,27,432	99.8913

ii. Voting "Against" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
39	60,550	0.1087

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

6. Payment of Commission to the Independent Directors:

"RESOLVED THAT pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule V of the Act (including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force), Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or any other law for the time being in force, and in accordance with provisions of the 'articles of association' of the Company, and based on the recommendation of the 'nomination and remuneration committee' and the board of directors of the Company ("Board"), consent of the Members be and is hereby accorded for payment of commission to the independent directors of the Company ("Independent Director(s)"), for the financial year, commencing from April 1, 2024 and thereafter, ranging between ₹ 65,00,000 (rupees sixty five lakhs only) and ₹75,00,000 (rupees seventy five lakhs only) per annum to each Independent Director, based on performance and guidelines framed for this purpose, at an amount not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board or committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board from time to time.

"RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act."

"RESOLVED FURTHER THAT the Board, 'key managerial personnel' and any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

The details of voting of the Special Resolution set out in Item No. 6 in the Postal Ballot notice dated June 28, 2024 were as under:

i. Voting "in Favour" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
577	5,34,34,554	95.9439

ii. Voting "Against" of resolution

Number of Members	Number of Valid Votes cast	% of Total Number of Valid Votes Cast
139	22,59,009	4.0561

iii. Invalid Votes

Total Number of Members	Total number of invalid votes Cast
0	0

Voting results were noted as above and it was recorded and declared that the resolution(s), as set out in the Notice of Postal Ballot dated June 28, 2024, were duly passed on August 02, 2024 with requisite majority.

The e-voting results along with the Scrutinizer's Report were displayed on the website of the Company at www.routemobile.com and on the e-voting website of National Securities Depository Limited("NSDL") at www.evoting.nsdl.com. and on the notice Board of the Company.

The results were also communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Entered in the Minutes Book on 23rd August, 2024

**Sd/-
Guillaume Antoine Boutin
Chairman**

**Certified True Copy
For Route Mobile Limited**

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