

ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323

Registered & Corporate Office: SanRaj Corporate Park – 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400064

Tele: (022) 4033 7676 | **Fax:** (022) 4033 7650

Website: www.routemobile.com | **Email:** investors@routemobile.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
9:00 A.M. (IST), Thursday, May 29, 2025	5:00 P.M. (IST), Friday, June 27, 2025

Dear Member(s),

NOTICE is hereby given pursuant to Section 108, Section 110 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, 09/2024 dated 19th September, 2024 ("MCA Circulars"), and any other applicable law, rules and regulations (including statutory modification(s) or re-enactments(s) thereof, for the time being in force) to transact the special business as considered in the resolution appended below ("Resolution") through postal ballot only by way of remote e-voting ("remote e-voting"). Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this 'postal ballot notice' ("Notice" or "Postal Ballot Notice").

In accordance with the MCA Circulars, Notice and the e-voting instructions are being sent only by email to those Members who have registered their email address with their Depository Participants ("DPs") or with KFin Technologies Limited, Registrar and 'share transfer agent' of the Company ("KFinTech") and whose names appear in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") as on **Friday, May 23, 2025 ("Cut-off Date")** and the communication of assent / dissent of the Members on the resolution proposed in the Notice will only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, Route Mobile Limited ("Company") is providing only remote e-voting facility to its members ("Members"), to enable them to cast their votes electronically instead of submitting the 'postal ballot form' physically. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company i.e., www.routemobile.com.

The Board of Directors have 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' ("Scrutinizer") to scrutinize the remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Friday, June 27, 2025. Remote e-voting will be blocked immediately thereafter by NSDL and no e-voting will be allowed beyond the said date and time.

The results declared along with the report from the Scrutinizer shall be placed on the website of the Company at www.routemobile.com and on the e-voting website of NSDL viz. www.evoting.nsdl.com and shall also be simultaneously communicated to **BSE Limited** (www.bseindia.com) and **National Stock Exchange of India Limited** (www.nseindia.com) and shall also be displayed on Notice Board at the Registered Office of the Company. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Friday, June 27, 2025.

Special Business:

Item No. 1: Appointment of Mr. Jan Van Acoleyen (DIN: 11039188), as Director (Non-Executive Non-Independent)

To consider, and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

"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. Jan Van Acoleyen (DIN: 11039188), who was appointed as an 'additional director' (non-executive, non-independent) of the Company by the board of directors of the Company ("Board") at its meeting held on April 16, 2025 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 the Director in the Company ("Director"), being eligible, be and is hereby appointed as Director (non-executive non-independent) of the Company with effect from April 16, 2025, 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 one of the 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.”

By Order of the Board of Directors
For **Route Mobile Limited**

Sd/-

Rajdipkumar Gupta
Managing Director
DIN: 01272947

Date: May 21, 2025

Place: Mumbai

Registered & Corporate Office:

SanRaj Corporate Park, 4th Dimension, 3rd Floor, Mind Space,
Malad (West), Mumbai – 400 064

Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650

Email: investors@routemobile.com

Website:

www.routemobile.com

Notes:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Act, SS-2, and the Listing Regulations, wherever applicable, setting out the material facts and reasons, in respect of Item No. 1 of this postal ballot notice, is appended herewith below for information and consideration of Members and the same should be considered as part of this Notice.
2. The MCA vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, the Company is pleased to provide facility of remote e- voting, to enable its members to cast their votes electronically in respect of the resolution as set out in this postal ballot notice ('remote e-voting'). The Company has engaged the services of NSDL to provide e-voting facility to its Members.
4. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the list of Beneficial owners maintained by the Depositories as on **Friday, May 23, 2025 ("Cut-off Date")**, and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Postal Ballot notice will also be available on the Company's website of the Company at [http:// www.routemobile.com](http://www.routemobile.com) the website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on the Cut-off Date. Only those Members whose names are recorded in the 'register of members' of the Company or in the 'register of beneficial owners' maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Friday, June 27, 2025**. All the members of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in this Notice. *Any person who is not a member on the Cut-off Date shall treat this Notice for information purpose only.*
6. Members can vote on the Resolution only through remote e-voting. Remote e-voting will commence **at 9:00 A.M. (IST) on Thursday, May 29, 2025 and will end at 5:00 P.M. (IST) on Friday, June 27, 2025**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, May 23, 2025, i.e. Cut-off Date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. The Company hereby requests all its members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email.
8. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR- 1 along with such other documents as prescribed in the Form to KFin.

Form ISR-1 is available on the website of the Company at <https://routemobile.com/registrar-share-transfer-agent/> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
9. The Board of Directors have appointed Mr. Dhruvil M. Shah (Membership No.: F8021, Certificate of Practice No.: 8978), Partner of M/s. Dhruvil 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. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries as the 'Scrutinizer' ("Scrutinizer") to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of e- voting will be final.
10. All the documents referred to in this Notice and Explanatory Statement will be available for inspection through electronic mode by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of remote e-Voting. Members seeking to inspect such documents can send a request over an e-mail to investors@routemobile.com from their registered email address mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
11. **Information and instructions for remote e-voting ('Remote E-Voting')**

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 for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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 maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Log-in Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p>
	<p>4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e- Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</p>	

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?	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. 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 force 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 company, 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. Open the .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 steps mentioned below in 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 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members 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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
2. Select **"EVEN"** of company i.e., **133744** for casting your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card).
2. 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, PAN (self -attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@routemobile.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Sr. No. 11 Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 maintained with Depositories and 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.

General Guidelines for Members:

1. Institutional shareholders and Trusts (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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhruvil@dmshah.in with a copy marked to evoting@nsdl.com. Institutional shareholders can also upload their Board Resolution/ Authority Letter/Power of Attorney etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. 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.
3. Those shareholders whose email addresses are not registered with the Company /Depositories may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: +91 22 4886 7000 or send a request at evoting@nsdl.com.
5. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman of the Board or the Managing Director or the Company Secretary, duly authorized by the Chairman, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before July 1, 2025 and will be communicated to the Stock Exchanges viz. the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.routemobile.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Friday, June 27, 2025**. The said results will also be displayed on the notice board of the Company at the Registered Office of the Company.
6. Members may contact the Company or NSDL for conveying queries / grievances, if any, relating to the conduct of the postal ballot and e-voting, at the following address:

Route Mobile Limited CIN: L72900MH2004PLC146323 Registered & Corporate Office: SanRaj Corporate Park - 4 th Dimension, 3 rd Floor, Mind Space, Malad (West), Mumbai – 400 064 Tel: +91-22-40337676 Fax: +91-22-40337650 Email: investors@routemobile.com Website: www.routemobile.com	National Securities Depository Limited Address: T301, 3rd Floor, Naman Chambers, G Block, Plot No- C- 32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Email ID: evoting@nsdl.com Contact no...: +91 22 4886 7000. Contact Person: Ms. Prajakta Pawle, Executive
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Date: May 21, 2025
Place: Mumbai

**By Order of the Board of Directors
For Route Mobile Limited**

Sd/-
Rajdipkumar Gupta
Managing Director
DIN: 01272947

EXPLANATORY STATEMENT

Item No. 1:

The Board of directors of the Company ("**Board**") at their meeting held on April 16, 2025, based on the recommendation of the nomination and remuneration committee of the Company appointed Mr. Jan Van Acoleyen (DIN: 11039188), as an additional director (Non-Executive Non-Independent) ("**Additional Director**"). The Company has received all statutory disclosures/declarations including: (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "**Appointment Rules**"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act. He has also confirmed that he is not debarred from holding office of director by virtue of any order of Securities and Exchange Board of India ("**SEBI**") or any other such authority. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a Member, intending to nominate Mr. Jan Van Acoleyen to the office of 'director' in the Company ("**Director(s)**").

As per Section 161 of the Act, an additional director can hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) / modification(s) / re-enactment(s) thereto) ("**Listing Regulations**"), a listed entity is required to ensure that approval of members of is obtained for appointment of a person on the board of directors of company, is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Jan Van Acoleyen is the Human Capital Lead of Proximus Group, a public limited liability company of public law (société anonyme de droit public/ naamloze vennootschap van publiek recht) ("**Proximus**"), the ultimate holding Company of Route Mobile Limited. As per the 'nomination and remuneration policy' of the Company, no remuneration is payable to directors who are employees of Proximus group and accordingly Mr. Jan shall not be paid any remuneration, including sitting fees. Approval of the Members for the appointment of Mr. Jan Van Acoleyen as Director (Non-Executive Non-Independent) of the Company w.e.f. April 16, 2025, *liable to retire by rotation*, pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) is being sought, by way of Ordinary Resolution.

Additional Information (including a brief profile is attached as **Annexure II**) in respect of Mr. Jan Van Acoleyen, along with other necessary details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure I** to this Notice.

No director, key managerial personnel, or their relatives except Mr. Jan Van Acoleyen, to whom the resolution relates, are interested in or concerned with the resolution in **Item No. 1**. The Board of Directors recommends the resolution regarding appointment of Mr. Jan Van Acoleyen, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an **Ordinary Resolution**.

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH THIS POSTAL BALLOT NOTICE

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') on General Meetings issued by the ICSI]

Name of the Director	Mr. Jan Van Acoleyen
DIN	11039188
Designation/Category of Directorship	Director (Non – Executive Non – Independent)
Age	62
Date of first appointment on the Board	April 16, 2025
Qualification	Mr. Jan Van attended the KU of Louvain and obtained a Master Educational (Policy & Management) Sciences in 1986, followed by an EMBA at the Antwerp Management School in 1991, later complemented by human resources and business programs at the London Business School and the Stanford University.
Experience	Around 30 years
Expertise in specific functional areas	Telecommunications Industry, Human Resource Strategy and Mergers and Acquisitions.
Remuneration proposed to be paid	None
Last drawn Remuneration	None
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board Meetings attended during the FY 2025-'26 (upto May 21, 2025)	Two (2) meetings
Directorships held in other companies	<ol style="list-style-type: none"> 1. BICS SA/NA 2. Tornio Holding Corp. 3. Telesign Holding Inc. 4. Telesign Corp. 5. Proximus Global SA 6. MWingz SRL /BV 7. Be- Mobile SA/NV 8. SD Worx Staffing & Career Solutions SA/NA (KBO 689.610.216) 9. SD WORX NV (KBO 0644.841.746) 10. Experience@Work 11. BeCode
Member/ Chairperson of committees of the other Companies	None
Names of listed entities from which resigned in the past three years	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil
Terms and Conditions of appointment/reappointment	Appointment as Director (Non – Executive Non – Independent) of the Company pursuant to Sections 149, 152 and other relevant provisions of the Companies Act, 2013, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
<i>Note: The Directorship, Committee Memberships and Chairmanships do not include position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.</i>	

BRIEF PROFILE OF MR. JAN VAN ACOLEYEN

Mr. Van Acoleyen is today the Human Capital Lead of Proximus Group since May 2016. Proximus is a digital communications company of about 12.000 employees operating in the Benelux and international markets. It is the leading Belgian provider of communication and ICT services as well as a top 3 ranked international provider of CPAAS, interconnection and digital identity services. Jan reports to the President & CEO of the Proximus Group and is member of the Proximus Executive Committee. He is also a member of the BeMobile (Chair), Belgacom International Carrier Services, Telesign, Proximus Global, MWingz and Proximus Pension Fund Boards of Directors. He serves too as independent Board Member on the SD Worx and Vlaeynatie Board of Directors.

He started his career as Consultant and Business Manager at the Brussels Office of DIP Consulting from 1988-1994. After that he served in several HR roles at Alcatel in the telecommunications as well as semiconductor business, the last one being Vice-President of HR for Alcatel Western Europe until 2004. During 2004-2006 he was the Corporate Vice- President of Human Resources for Agfa-Gevaert N.V. and then joined Barco in January 2007 as Chief Human Resources Officer up till May 2016, when he joined Proximus.

Mr. Van Acoleyen attended the KU of Louvain and obtained a Master Educational (Policy & Management) Sciences in 1986, followed by an EMBA at the Antwerp Management School in 1991, later complemented by human resources and business programs at the London Business School and the Stanford University. Most recently he attended the Directors' Program at INSEAD. Mr. Van Acoleyen loves to work in fast moving technology environments helping to build and grow teams and organizations into sustained growth on a global scale. He is fascinated by the power of teams, culture and organizational capabilities as key to success or failure.
