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Registered & Corporate Office:
Route Mobile Limited,
4th Dimension, 3rd Floor, Mind Space
Malad (West), Mumbai - 400 064, India
+91 22 4033 7676/77-99
Fax: +91 22 4033 7650
info@routemobile.com
www.routemobile.com
CIN No: L72900MH2004PLC146323

Ref No: RML/2022-23/236

Date: July 11, 2022

To,

BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Annual Report for the Financial Year 2021-22 and Notice convening the 18th Annual General Meeting of Route Mobile Limited (the 'Company')

Please refer to our letter dated June 30, 2022 informing that the 18th Annual General Meeting of the Company is scheduled to be held on Thursday, August 4, 2022 at 3:30 P.M. (IST).

Further to the aforesaid communication, and pursuant to Section 108 of the Companies Act, 2013 and Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the Financial Year 2021-22 along with Notice convening the 18th Annual General Meeting of the Company scheduled to be held on Thursday, August 4, 2022 at 3:30 P.M. (IST) via two-way video conferencing ('VC') or other audio visual means ('OAVM').

The 18th Annual Report for the FY 2021-22 is also available on the Company's website at https://routemobile.com/wp-content/uploads/2022/07/Annual-Report-2022.pdf and are being dispatched to all eligible shareholders whose email IDs are registered with the Company/Depositories. Our Sustainability Report for the FY 2021-22 can also be accessed at https://routemobile.com/wp-content/uploads/2022/06/Sustainability-Report-FY-2021-22.pdf.

You are requested to take the above information on record.

Thanking you,
Yours Faithfully,
For **Route Mobile Limited**

Rathindra Das
Group Head Legal, Company Secretary & Compliance Officer

Encl:.

(a) Notice of the 18th Annual General Meeting; and
(b) Annual Report and Annual Financial Statements for the Financial Year 2021-22

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Dear Member(s),

Invitation to attend the 18th Annual General Meeting

I invite you all most cordially to attend the 18th Annual General Meeting ("AGM") of Route Mobile Limited ("RML") to be held on Thursday, August 4, 2022 at 3:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). As COVID impacts linger, we are once again relying on the Ministry of Corporate Affairs and SEBI directives that allows us to furnish our Annual Report for FY 2021-22 and this Notice of AGM to our Members via e-mail rather than in physical form. We believe this delivery process reduces both environmental impact and the costs of printing and distributing documents without hindering our Members' timely access to this important information. We hope you will be able to attend this year's AGM. Our MD & Group CEO will report on fiscal 2022, and there will be an opportunity for Members to ask questions. As you plan to attend the meeting, please ensure that you are represented by voting in advance. You can vote online and Your vote is very important.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support of Route Mobile.

The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

Summarized information at a glance:	
Time and Date of AGM	3:30 P.M. (IST), August 4, 2022
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Participation through Video Conference	https://www.evoting.nsdl.com/
Live-Webcast	https://routemobile.com/agm-webcast/
Helpline number for VC participation and e-Voting	Ms. Pallavi Mhatre, Manager NSDL on email ID: evoting@nsdl.co.in or call on Toll-free Nos.: 1800-1020-990 and 1800-22-44-30.
Speaker Registration	"Access to NSDL e-Voting system" between 9:00 A.M. (IST), Monday, August 1, 2022 and 5:00 P.M. (IST), Wednesday, August 3, 2022
Record Date for Final Dividend	Friday, July 15, 2022
Cut-off date for e-Voting	Thursday, July 28, 2022
E-Voting Start time and Date	9:00 A.M. (IST), Monday, August 1, 2022
E-Voting End time and Date	5:00 P.M. (IST), Wednesady, August 3, 2022
E-Voting service provider and website links of NSDL	National Securities Depository Limited Address: Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra, India Ms. Pallavi Mhatre, Manager. https://www.evoting.nsdl.com/
Name, address and contact details of Registrar and Share Transfer Agents ("RTA")	Mr. Umesh Pandey, Manager KFin Technologies Limited Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number: 1-800-3094-001

Yours truly,

Sandipkumar Gupta
Chairman of the Board

Enclo: Notice of the 18th Annual General Meeting

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH (18TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ROUTE MOBILE LIMITED ("Company") will be held on **Thursday, August 4, 2022 at 3:30 p.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means("OAVM") to transact the following businesses:-

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements (Standalone)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby considered and adopted."

Item No. 2 - Adoption of Audited Financial Statements (Consolidated)

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon.

"RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon as circulated to the Members be and are hereby considered and adopted."

Item No. 3 – Declaration of Dividend

To declare a final dividend of ₹2 per equity share of the face value of ₹10 each (20%), of the Company for the financial year ended March 31, 2022.

"RESOLVED THAT dividend at the rate of ₹2 (two rupees) per equity share of face value of ₹10 (ten rupees) each (20%) each fully paid-up, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013."

Item No. 4 – Appointment of a Director retiring by rotation

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajdipkumar Gupta (DIN: 01272947), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 5 – Re-appointment of Mrs. Sudha Navandar as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act, Companies (Appointment and Qualifications of Directors) Rules, 2014

and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sudha Navandar (DIN: 02804964), who holds office upto November 21, 2022, Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from November 22, 2022 till November 21, 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."

Date: May 18, 2022
Place: Mumbai

By Order of the Board of Directors
For Route Mobile Limited

Rathindra Das
Group Head-Legal, Company Secretary and Compliance Officer
ACS No. 24421

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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 5, 2022 [(read with Ministry's General Circular Nos. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and 21/2021 dated December 14, 2021)] in relation to "Clarification of holding of Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "MCA Circular") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (hereinafter referred to as "SEBI Circular") (together referred as "Applicable Circulars"), have permitted the holding of the AGM by VC/OAVM upto December 31, 2022, without the physical presence of the Members at a common venue and without sending hard copy of Annual Report. Hence, in compliance with the Applicable Circulars, the AGM of the Company for the FY 2021-22 is being held thorugh VC/OAVM.

2. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2021-22 are being sent only through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report for FY 2021-22 only to those Member who specifically request for the same at investors@routemobile.com. The registered office of the Company shall be deemed venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2021-22 will also be available on the Company's website at www.routemobile.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of **National Securities Depository Limited ("NSDL")** at https://www.evoting.nsdl.com.

3. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The Members will be able to view AGM proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.

4. A Member logging-in to the VC facility using the remote e-voting credentials shall be considered for record of attendance of such Member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend at the AGM.

5. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Hence, in terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajdipkumar Gupta (DIN: 01272947), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment.

   Further, the Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 (''Act''), in respect of the Special Business under Item No. 5 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking re-appointments as set out at Item Nos. 4 & 5 of the Notice dated May 18, 2022 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the SS-2 Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') as Annexure I. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.

6. Members may note that the Board, at its meeting held on May 18, 2022, has recommended a final dividend of ₹2 per equity share of the face value of ₹10 each (20%) for the financial year 2021-22. Pursuant to the Finance Act, 2020, dividend income is taxable

in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Registrar & Share Transfer Agents ('RTA' or 'KFintech') KFin Technologies Limited, (in case of shares held in physical mode) and Depository Participant ("DP") (in case of shares held in demat mode).

(a) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the same on https://ris.kfintech.com/form15/default.aspx. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number ("PAN") or as notified by the Government of India. As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022 does not exceed ₹5,000/- and also in cases where members provide Form 15G (Applicable to any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the Income Tax Act, 1961 ("IT Act").

(b) For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same on https://ris.kfintech.com/form15/default.aspx. As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

An email communication informing the Shareholders regarding this change in the IT Act as well as the relevant procedure to be adopted by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the Shareholders on June 7, 2022. In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category etc. as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with KFintech, by sending documents through e-mail by July 5, 2022. Kindly note that the Company is further extending the opportunity for the shareholders to submit the applicable declarations and documents up to 5:00 P.M. (IST) on Friday, July 15, 2022 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication/ documents on the tax determination / deduction shall be considered post 5:00 PM (IST) of July 15, 2022. For further details and formats of declaration, please refer to 'General Communication on Tax Deduction' available on Company's website at https://routemobile.com/wp-content/uploads/2022/06/General-Communication-on-Tax-Deduction-at-Source-on-Dividend.pdf. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, etc. can also be uploaded on the link https://ris.kfintech.com/form15/default.aspx. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

7. **Record Date:** The record date for the purposes of the final dividend will be July 15, 2022.

8. **Dividend:** If the final dividend, as recommended by the Board of Directors, is approved at the AGM,

payment of such dividend subject to deduction of tax at source will be made within 30 days of AGM, as under:

(a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as at the close of business hours on July 15, 2022; and

(b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as at the close of business hours on July 15, 2022.

9. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc. The final dividend, if approved by the Members in the ensuing AGM, will be paid within 30 days of the AGM electronically through various online transfer modes to those Members who have updated their bank account details. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their respective DP regarding bank accounts in which they wish to receive dividend.

10. SEBI has issued Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 vide which Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination has been provided. It shall be mandatory for all holders of physical securities in listed company to furnish PAN, KYC details and Nomination by holders of physical securities. The Company has sent individual letters to all the Members holding shares of the Company in physical form on January 12, 2022 for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655dated November 3, 2021. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at https://routemobile.com/registrar-share-transfer-agent/. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

11. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

To avoid delay in receiving dividend, Members are requested to update their bank account details with their depositories (where shares are held in dematerialized mode) and with KFintech, Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account. In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly (along with (a) Self-attested copy of the PAN Card of all the holders; and (b) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.) to KFintech at einward.ris@kfintech.com to update their bank account details. All the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, before Friday, July 15, 2022, their correct Bank Account Number, including

9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to KFintech having address at KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before Friday, July 15, 2022 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card. In case name of the holder is not available on the cheque, kindly submit the following documents:

i) Cancelled cheque in original;

ii) Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members, through postal or courier services. In case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, if any, upon normalisation of such services.

12. Any person who has not registered his/her e-mail address or has become a Member of the Company, and therefore annual report and this AGM Notice could not be sent, may write to investors@routemobile.com to receive the copies of the Annual Report of FY 2021-22 and AGM Notice.

13. Non-resident shareholders:

Non-resident shareholders are requested to immediately notify:

i. Indian address for sending all communications, if not provided so far;
ii. Change in their residential status on return to India for permanent settlement; and
iii. Particulars of their Non-resident rupee account, whether repatriable or not, with a bank in India, if not furnished earlier.

14. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at einward.ris@kfintech.com, or with the Company Secretary by writing at investors@routemobile.com. Members are requested to note that dividends, if not en-cashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at http://www.iepf.gov.in/IEPF/refund.html. In terms of the IEPF Rules, there is no unclaimed or unpaid dividend, and therefore, no details applicable for the Company requiring any transfer to the IEPF as on date or for uploading on its website.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website https://routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form/demat mode and to KFintech, in case the shares are held in physical form. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Company's website at https://routemobile.com/registrar-share-transfer-agent/. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at https://routemobile.com/registrar-share-transfer-agent/. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. SEBI vide its earlier amendment notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or RTA, for assistance in this regard.

18. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address: KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.

19. Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or KFintech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members are requested to use the share transfer Form SH-4 for this purpose.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 ("the Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, and Certificate from Secretarial Auditor of the Company, under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM (during business hours except Saturday, Sunday and National Holiday), i.e. Thursday, August 4, 2022, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic. Members seeking to inspect such documents can send an email to investors@routemobile.com. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the AGM of the Company, may please send a request to the Company via email at investors@routemobile.com.

22. **Submission of Questions / Queries prior to e-AGM:** Members desiring any additional information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company Secretary on the Company's email-id investors@routemobile.com, before 5:00 P.M. (IST), Friday, July 29, 2022 so as to enable the Management to keep the information ready. Please note that, Member's questions will be answered only if they continue to hold the shares as on Cut-off Date.

23. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

routemobile communication simplified

24. VOTING THROUGH ELECTRONIC MEANS:

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Applicable Circulars, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting ('remote e-voting').

b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the dispatch of this Notice and holding shares as of the Cut-off Date i.e. Thursday, July 28, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-22-44-30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, July 28, 2022 may follow steps mentioned in the Notice of the AGM under **"Access to NSDL e-Voting system"**.

c. The Cut-Off Date for determining the eligibility of shareholders to cast vote through e-Voting is Thursday, July 28, 2022.

d. Members are provided with the facility for voting through electronic voting system during the VC/ OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

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

a. The remote e-Voting period begins on 9:00 A.M. (IST), Monday, August 1, 2022 and ends on 5:00 P.M. (IST), Wednesday, August 3, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

b. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **"Cut-off Date"** i.e. Thursday, July 28, 2022, may cast their vote electronically. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, being Thursday, July 28, 2022.

c. If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the Cutoff Date i.e. Thursday, July 28, 2022, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

d. Institutional Investors/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend & vote at the AGM, to the Scrutinizer by e-mail latest by 5:00 p.m. (IST), Wednesday, August 3, 2022 at dhrumil@dmshah.in with a copy marked at evoting@nsdl.co.in. The scanned image of the above-mentioned documents should be in the naming format "Route Mobile Limited- 18th AGM/ AUG/2022". Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

e. It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

f. In case of any queries/ grievances connected with the voting by electronic means, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos.: 1800- 1020-990 and 1800-22-44-30 or send a request to Ms. Pallavi Mhatre, Manager National Securities Depository Limited, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail ID evoting@nsdl.co.in.

g. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

In terms of the Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by the Securities and Exchange Board of India dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of Members	Log-in Method
For Members who hold shares in Demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Go to URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" available under 'IDeAS' section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider i.e NSDL and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com **(Select "Register Online for IDeAS Portal") or click at** https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields.
	3. First Time Users: By visiting the e-Voting website of NSDL: I. Go to URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/ Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	4. shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

For Members who hold shares in Demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Go to URL: https://web.cdslindia.com/myeasi/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.
	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.
	3. First Time Users: By visiting the e-Voting website of CDSL: I. Go to URL: www.cdslindia.com II. Click on the icon "E-Voting" III. Provide demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress. VI. Click on the company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Through Depository Participant(S)	i) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii) Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:	
Individual shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 or 1800 22 44 30.
Individual shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542 – 43
Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available on the above-mentioned website.	

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.

   c) How to retrieve your 'initial password'?

      i) If your email ID is registered in your demat account or with the 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. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii) If your email ID is not registered, please follow the steps under the 'Process for those shareholders whose email ids are not registered'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.

   b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. Select **"EVEN 120368"** of Route Mobile Limited to cast your vote during the remote e-Voting period/ during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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.

26. Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password and registration of email IDs for e-voting on the resolutions set out in this notice:

a) Shareholders/members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-Voting by providing below mentioned documents:

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), Aadhaar (self-attested scanned copy of Aadhaar Card).

2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).

b) If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode". In terms of SEBI circular dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account/ website of Depositories/ Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

b) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/ OAVM facility thirty (30) minutes after the scheduled time to start the 18th AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

c) Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to grant access to the web-cam/ camera to enable two-way video conferencing.

d) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f) Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager NSDL on email ID: evoting@nsdl.co.in or call on Toll-free Nos.: 1800-1020-990 and 1800-22-44-30

g) Members who would like to express their views or ask questions during the AGM may post their queries in the window **'Ask Your Question'**, by mentioning their name and demat account number/folio number.

h) **Speaker Registration:** In addition to the above-mentioned step, the Members may register themselves as a speaker for the AGM to express their views / ask questions during the AGM. Accordingly, the Members may follow the steps as mentioned under **"Step 1: Access to NSDL e-Voting system"** between 9:00 A.M. (IST), Monday, August 1, 2022 and 5:00 P.M. (IST), Wednesday, August 3, 2022 i.e. the remote e-voting period. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the Speaker registration link available against the EVEN of Route Mobile Limited and entering their contact details. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of the time at the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM in relation to the agenda to be transacted at the AGM.

i) Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at investors@routemobile.com. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

28. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

(a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

(c) Only those Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. The Members who have cast their votes by remote e-voting prior to the AGM, may attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.

(d) Members can opt for only one mode of voting i.e. either by remote e-voting or voting at the AGM by electronic voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast at the AGM shall be treated as invalid.

29. OTHER INFORMATION

a) The Board of Directors has appointed Mr. Dhrumil M Shah of M/s. Dhrumil M Shah & Co. (Membership No. FCS 8021, Certificate of Practice No.: 8978), Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

c) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.routemobile.com and on the website of NSDL on www.evoting.nsdl.com immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Thursday, August 4, 2022.

e) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.routemobile.com.

By Order of the Board of Directors
For Route Mobile Limited

Rathindra Das
Group Head-Legal, Company Secretary and Compliance Officer
ACS No. 24421

Date: May 18, 2022
Place: Mumbai

EXPLANATORY STATEMENTS

Item No. 5

The Board of Directors at its meeting held on November 22, 2017 had appointed Mrs. Sudha Navandar as an Additional Director (category: inependent) of the Company. Further, the Members at the Extra-Ordinary General Meeting held on December 4, 2017 appointed Mrs. Sudha Navandar as an Independent Director to hold office for a term of five (5) years, with effect from November 22, 2017, till November 21, 2022, and she is eligible for re-appointment for the second term of five (5) years i.e. from November 22, 2022, till November 21, 2027.

In terms of provisions of section 149(10) of the Companies Act, 2013 ("Act"), an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders/ Members of the Company and disclosure of such appointment in the Board's report. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members of the Company. Also, proviso to Regulation 17(1)(a) of the Listing Regulations, mandates that the Board of directors of the top 500 listed entities shall have at least one independent woman director. Your Company is already in compliance with the same and the proposed appointment, if approved by the shareholders, will ensure continuing compliance of the same. Further, Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 ("Listing Regulations"), effective January 1, 2022, provides that the appointment of an independent director of a listed entity, shall be subject to the approval of Shareholders/Members by way of a special resolution.

Mrs. Sudha Navandar fulfills the requirement of an Independent director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations, and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India (Mrs. Navandar complies with the requirements of Stock Exchange circulars NSE/CML/2018/24 and BSE/LIST/COMP /14/2018-19, both dated June 20, 2018) or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 18, 2022, recommended the re-appointment of Mrs. Navandar, as an Independent Director, not liable to retire by rotation, for the second term of five years i.e. from November 22, 2022 till November 21, 2027 (both days inclusive), subject to the approval of the Members.

The Company has received all statutory disclosures / declarations from Mrs. Sudha Navandar, 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 she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. In line with the Company's remuneration policy for Independent Directors, Mrs. Navandar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors & reimbursement of expenses for participation in the Board meetings [including Committee(s)]. No Commission is proposed to be paid to Mrs. Navandar.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Sudha Navandar during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on May 18, 2022 has considered, approved and recommended the re-appointment of Mrs. Sudha Navandar as an Independent Directors for a second term of five (5) years with effect from November 22, 2022, to the Board of Directors for their approval.

Profile: Mrs. Sudha Navandar is an Independent Director of Route Mobile. She is a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India. She is a Certified Public Accountant, USA, and also an Insolvency Professional registered with the Indian Institute of Insolvency Professional of ICAI. Mrs. Navandar is currently a Partner in M/s. Pravin R. Navandar & Co., Chartered Accountants, with main focus on corporate audits (internal and statutory), bank audits, company law cases, income leakage, and corporate advisory services. She also serves on the Board of Kolte-Patil Developers Limited, Anand Rathi Wealth Limited, Anand Rathi Financial Services Limited, Tribhovandas Bhimji Zaveri Limited, and Kshitij Capital Advisors Private Limited.

In the opinion of the Board, Mrs. Navandar is a person of integrity, possesses the relevant expertise/ experience, and fulfills the conditions specified in the Act and the

Listing Regulations for appointment as an Independent Director and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mrs. Navandar has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

This item seeks the approval of Members for the appointment of Mrs. Sudha Navandar as an Independent Director of the Company w.e.f November 22, 2022 not being liable to retire by rotation, for a term of five (5) years up to November 21, 2027 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) and applicable provisions of the Listing Regulations by way of special resolution. Additional information in respect of Mrs. Sudha Navandar, pursuant to Regulation 36 of Listing Regulations 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 Mrs. Sudha Navandar, to whom the resolution relates, is interested in or concerned with the resolution in Item No. 5. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Sudha Navandar as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out in Item No. 5 for approval of the Members.

Date: May 18, 2022
Place: Mumbai

By Order of the Board of Directors
For Route Mobile Limited

Rathindra Das
Group Head - Legal, Company Secretary and Compliance Officer
ACS No. 24421

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

Annexure 1

PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the ICSI]

Name of the Director	Mr. Rajdipkumar Gupta	Mrs. Sudha Navandar
DIN	01272947	02804964
Designation/Category of Directorship	Managing Director & Group CEO	(Non-Executive) Independent
Age	47 years	55 years
Date of first appointment on the Board	May 15, 2004	November 22, 2017
Qualification	Bachelor's degree in Science (Physics) from Mumbai University and Master's Diploma in Software Engineering.	Chartered Accountant Certified Public Accountant, USA
Expertise in specific functional areas	Technology and R&D in omni-channel communication space (CPaaS, CxPaaS, RCS etc), M&A, market development, sales & brand management, innovation in service delivery and general administration.	Corporate Audits (internal and statutory), Bank Audits, Company Law Cases, Income Leakage and Corporate Advisory Services.
Remuneration proposed to be paid	Being an Executive Director, Mr. Rajdipkumar Gupta will not be paid any sitting fees for attending the meetings of the Board/ Committees. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Hence, in terms of Section 152 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, Mr. Rajdipkumar Gupta, Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. For further details of remuneration, please refer to corporate governance report of FY 2021-22.	Sitting Fees as approved by the Board from time to time.
Last drawn Remuneration	₹1,84,28,500 during FY 2021-22	Sitting Fees as approved by the Board from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel	Brother of Mr. Sandipkumar Gupta, Chairman of the Board (Non-Executive Non-Independent Director) and son of Mr. Chandrakant Gupta, (Non-Executive Non-Independent Director).	None.
Number of Board Meetings attended during the FY 2021-22	Ten (10)	Ten (10)

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Directorships held in other Company	1) Send Clean Private Limited 2) Route Ledger Technologies Private Limited 3) Call 2 Connect India Private Limited 4) Start Corp India Private Limited 5) Route Connect Private Limited	1) Kolte-Patil Developers Limited 2) Anand Rathi Wealth Limited 3) Anand Rathi Financial Services Limited 4) Tribhovandas Bhimji Zaveri Limited 5) Kshitij Capital Advisors Private Limited
Member/ Chairperson of committees	**Name of the Company** / **Name of the Committee** / **Position** Route Mobile Limited / Stakeholder Relationship Committee / Member	**Name of the Company** / **Name of the Committee** / **Position** Route Mobile Limited / Audit Committee / Chairperson Route Mobile Limited / Nomination and Remuneration Committee / Member Kolte-Patil Developers Limited / Audit Committee / Member Kolte-Patil Developers Limited / Nomination and Remuneration Committee / Member Kolte-Patil Developers Limited / Stakeholder Relationship Committee / Member Anand Rathi Wealth Limited (fka "Anand Rathi Wealth Services Limited) / Audit Committee / Member
Names of listed entities from which resigned in the past three years	NA	NA
No. of shares held: (a) Own (b) For other persons on a beneficial basis	a) 92,57,143 b) NIL	a) 20 shares b) NIL
Terms and Conditions of appointment/reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013, as a Director, liable to retire by rotation.	Re-appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a second term of five (5) years, from November 22, 2022 to November 21, 2027.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable.	Route Mobile is engaged in technology driven omni-channel communication business, spread across the globe in four continents, through its multiple subsidiaries. The Company therefore is required to be following financial audits, tax compliance etc. in different jurisdictions. Mrs. Navandar's rich experience and expertise as a Certified Public Accountant in India & USA would immensely benefit the company to optimally observe accounting, auditing, tax and other legal compliance matters.

Note: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.