

THIS NOTICE IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, EXCEPT TO “QUALIFIED INSTITUTIONAL BUYERS” (“QIBs”) AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), AND PROVIDED THAT THIS NOTICE MAY ONLY BE SENT TO QIBs BY THE SELLER’S BROKERS (AS DEFINED BELOW), OR IN OR INTO ANY JURISDICTION IF SUCH AN ACTION IS PROHIBITED BY APPLICABLE LAW

September 11, 2024

The Managing Director,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
India
 (“BSE”)

The Managing Director,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051
India
 (“NSE”)

Dear Sir/Madam,

Sub: Notice of the proposed offer for sale of equity shares of face value of INR 10 each (the “Equity Shares”) of Route Mobile Limited (the “Company”) by Proximus Opal (the “Seller”) through the stock exchange mechanism (the “Notice”)

Proximus Opal (“**Seller**”) is one of the Promoters of Company. We hereby notify you that the Seller proposes to sell up to 3,800,000 Equity Shares of the Company (representing 6.03% of the total issued and paid up Equity Share capital of the Company) (“**Offer Size**”), on September 12, 2024, (“**T day**”) (for non-Retail Investors only) and on September 13, 2024 (“**T+1 day**”) (for Retail Investors (as defined below) and for non-Retail Investors who choose to carry forward their unallotted bids from T day) (hereinafter referred to as “**Offer Shares**”), through a separate, designated window of BSE, in accordance with

- (a) paragraph 19.1.5.2 of chapter 1 of the master circular for stock exchanges and clearing corporations bearing reference number SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023 (regarding the “*Offer for Sale Of Shares by Promoters through Stock Exchange Mechanism*”) read with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 regarding “*Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism*” and the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82 dated June 14, 2024 regarding “*Modification in Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism*” notified by the Securities and Exchange Board of India (“**SEBI**” and such circulars, the “**SEBI OFS Circulars**”) pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism;
- (b) the applicable notices and circulars issued by BSE and NSE (together, the “**Stock Exchanges**”) from time to time in this regard, including (a) “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by BSE vide its notice bearing no. 20240701-19 dated July 1, 2024 (“**BSE OFS Circular**”) and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “*Revised operating guidelines of Offer for Sale*” issued by NSE by way of its circular bearing no. 93/2024 dated July 12, 2024 and, to the extent applicable, the previous circulars issued by NSE in this regard (“**NSE OFS Circular**”, together with the BSE OFS Circular, the “**Stock Exchange Circulars**” and together with the SEBI OFS Circulars, the “**OFS Guidelines**”).

Such offering of Offer Shares shall be referred to as the “**Offer**”.

The Offer shall be undertaken exclusively through the Seller’s Brokers (as defined below) on a separate window provided by BSE for this purpose and therefore Bidders (as defined below) are requested to place their Bid(s) (as defined below) exclusively through that window on BSE only. The Seller has appointed Nuvama Wealth Management Limited and Emkay Global Financial Services Limited (together, the “**Seller’s Brokers**”) as its brokers for the Offer.

The Offer is being undertaken by the Seller for achieving the minimum public shareholding of the Company as prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended, and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and is one of the permissible methods prescribed by SEBI in section VI-A of chapter VI of the master circular, bearing no. SEBI/HO/CFD/PoD2/P/CIR/2023/120 dated July 11, 2023 regarding “*Manner of achieving Minimum Public Shareholding*”.

This Notice is being issued to the Stock Exchanges in accordance with the OFS Guidelines to announce the Seller’s intention to undertake the Offer, and contains details with respect to the Offer, including certain information that is required to be disclosed pursuant to the OFS Circular. Bidders, as well as their brokers, are requested to read the entire contents of this Notice, before participating in the Offer.

Name of Seller	Proximus Opal
Category of Seller	Promoter of the Company
Name of the Company whose Equity Shares are proposed to be sold and ISIN	Name: Route Mobile Limited ISIN: INE450U01017
Name of the stock exchanges where orders shall be placed	BSE Limited (exclusively on BSE) Bidders are requested to place their bid(s) exclusively through the separate window of offer for sale on BSE only
Name of the designated stock exchange	BSE
Name of the designated clearing corporation	NSE Clearing Limited
Date and time of opening and closing of the Offer	<p>The Offer shall take place over two working days on a separate window of the Stock Exchanges on September 12, 2024 and September 13, 2024, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time), on both days, in accordance with the details given below.</p> <p>For non-Retail Investors: September 12, 2024 (“T day”)</p> <p>Only non-Retail Investors shall be allowed to place their bids on T day, i.e., September 12, 2024. While placing their bids, non-Retail Investors may indicate their willingness to carry forward their unallotted bids to T+1 day for allocation to them, in the unsubscribed portion of Retail Category (defined below).</p> <p>The Offer shall take place during trading hours on a separate window of the Stock Exchanges on T day, i.e., September 12, 2024 commencing at 9:15 a.m. and shall close at 3:30 p.m. Indian Standard Time on the same date.</p> <p>For Retail Investors (defined below) and for non-Retail Investors who choose to carry forward their unallotted bids to September 13, 2024 (“T+1 day”).</p> <p>The Offer shall continue to take place during trading hours on a separate window of the Stock Exchanges on T+1 day, i.e., September 13, 2024</p>

	<p>commencing at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time on the same date.</p> <p>Only Retail Investors (defined below) shall be allowed to place their bids on T+1 day, i.e., September 13, 2024. Further, those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their unallotted bids to T+1 day, shall be allowed to carry forward their unallotted bids for allocation to them in the unsubscribed portion of Retail Category (defined below) and also revise their bids on T+1 day as per the OFS Guidelines.</p> <p>(T day and T+1 day, collectively referred to as “Trade Dates”)</p>
<p>Allocation methodology</p>	<p>The allocation shall be at or above the Floor Price (defined below) on a price priority basis at multiple clearing prices in accordance with the OFS Guidelines, except in case of Retail Investors who shall have an option to bid at the Cut – off Price (defined below).</p> <p>Bidders (as defined below) can bid under the Retail Category or non-Retail Category. Indicative price for the non-Retail Category shall be displayed separately. There shall be no indicative price for the Retail Category.</p> <p>No single Bidder, other than mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended (“Mutual Funds”) and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended (“Insurance Companies”), shall be allocated more than 25% of the Offer Shares.</p> <p>Non-Retail Category Allocation Methodology</p> <p>The non-Retail Investors shall have an option to carry forward their unallotted bids from T day to T+1 day provided such non-Retail Investors indicate their willingness to carry forward their unallotted bids to T+1 day. Further, such non-Retail Investors can also revise their bids on T+1 day in accordance with the OFS Guidelines.</p> <p>The allocation of the unsubscribed portion of the Retail Category to the non-Retail Investors shall be at a price equal to the Cut-off Price (as defined below) or higher as per the bids.</p> <p>Any unsubscribed portion of the non-Retail Category after allotment shall be eligible for allocation to the Retail Category. Such allocation to the Retail Investors shall be at a price equal to the Cut-off Price or higher as per the bids.</p> <p>A minimum of 25% of the Offer Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other Bidders in the non-Retail Category.</p> <p>In case of oversubscription in the non-Retail Category on T+1 day, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity, then the allocation for such bids will be done on a proportionate basis.</p> <p>Retail Category Allocation Methodology</p>

	<p>For the purpose of this Notice, Retail Investor shall mean an individual investor who places bids for Offer Shares of total value of not more than INR 2,00,000 (Rupees Two Lakhs) aggregated across Stock Exchanges (“Retail Investor” and such category, “Retail Category”. Further, the term “Non-Retail Category” shall be construed accordingly.).</p> <p>Minimum 10% of the Offer Shares shall be reserved for allocation to Retail Investors subject to receipt of valid bids (“Retail Portion”). The Stock Exchanges will decide the quantity of Offer Shares eligible to be considered in the Retail Portion, based on the Floor Price (defined below) declared by the Seller.</p> <p>A Retail Investor may enter a price bid or opt for bidding at the cut off price (“Cut-Off Price”). For this purpose, Cut-Off Price means the lowest price, as shall be determined, based on all valid bids received on T day at which the Offer Shares are sold in the non-Retail Category on T day. In case of under subscription in the non-Retail Category, the Retail Investors shall be allowed to place their bids at Floor Price on T+1 day. Further, bids by Retail Investors below the Cut-Off Price or the Floor Price, as applicable, will be rejected.</p> <p>The Cut-Off price shall be determined separately for bids received in the Retail Category and for bids received in the non-Retail Category. Allocation to Retail Investors shall be made based on the cut-off price determined in the Retail Category. Upon determining the cut-off price in the Retail Category, the Offer Shares reserved for such category shall be allocated to eligible bids of Retail Investors on price priority method at multiple clearing prices/ Cut-Off price determined in the Retail Category, in accordance with the OFS Guidelines.</p> <p>In case of oversubscription in the Retail Category, if the aggregate number of Offer Shares bid for at a particular clearing price / cut – off price determined in the Retail Category, as the case may be, is more than the available number of Equity Shares at such price, then the allocation for such bids will be done on a proportionate basis at such clearing price (at or above the cut – off price determined in the Retail Category), as the case may be.</p> <p>Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation to non-Retail Investors who have chosen to carry forward their unallotted bids on T day to T+1 day. Such non-Retail Investors would be required to indicate their willingness to carry forward their bid on to T+1 day on T day.</p> <p>Any unsubscribed portion of the non-Retail Category after allotment shall be eligible for allocation to the Retail Category on T+1 day.</p>
<p>Total number of Equity Shares being offered in the Offer</p>	<p>Up to 3,800,000 Equity Shares of the Company (representing 6.03% of the total issued and paid-up Equity Share capital of the Company as on September 11, 2024), <u>i.e.</u>, the Offer Size.</p>
<p>Green Shoe Option</p>	<p>Not applicable</p>
<p>Names of the brokers acting on behalf of the Seller (Seller’s Brokers)</p>	<p>(i) Nuvama Wealth Management Limited Broker Codes: BSE (121)</p> <p>(ii) Emkay Global Financial Services Limited Broker Codes: BSE (185)</p> <p>Nuvama Wealth Management Limited is the settlement broker to Offer (“Settlement Broker”)</p>

<p>Floor Price</p>	<p>The floor price for the Offer shall be INR 1,635 per Equity Share (“Floor Price”).</p> <p>The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.</p> <p>No Discount</p>
<p>Conditions for withdrawal of the Offer</p>	<p>The Seller reserves the right to not proceed with the Offer at any time prior to the time of opening of the Offer on T day.</p> <p>In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.</p>
<p>Conditions for cancellation of the Offer</p>	<p>Cancellation of the Offer shall not be permitted during the bidding period.</p> <p>In the event the aggregate number of valid orders received from non-Retail Investors in the Offer at or above the Floor Price on T day is not sufficient, the Seller reserve the right to cancel the Offer, post bidding, in full (for both non-Retail Investors and Retail Investors) and not proceed with the Offer on T+1 day.</p> <p>In case of defaults in settlement obligations, the Seller reserve the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either conclude or cancel the Offer shall be at the sole discretion of the Seller.</p> <p>The Seller can send request for cancellation for bidding to the Stock Exchanges by 5:00 p.m. on T day. The Stock Exchanges shall suitably disseminate details of such cancellation.</p>
<p>Conditions for participating in the Offer</p>	<ol style="list-style-type: none"> 1. Non-institutional investors bidding in the non-Retail Category shall deposit 100% of the bid value in cash up front with the clearing corporation at the time of placing bids for the Offer. 2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be provided within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and OFS Guidelines. In case of institutional investors who carry forward their unallotted bids from T day to T+1 day, custodian confirmation shall be as per the existing rules for secondary market transactions and OFS Guidelines. 3. In respect of bids in the Retail Category, margin for bids placed at the Cut – Off Price, shall be at the Cut-off Price determined based on the bids received on T day and for price bids at the value of the bid. Bidding in the Retail Category on T+1 day shall be based on the Cut-off Price determined in the non-Retail Category. Clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions and applicable laws including OFS Guidelines.

4. Retail Investors may enter a price bid or opt for bidding at the Cut-off Price. In case of under subscription in the non-Retail Category, the Retail Investors shall be allowed to place their bids at the Floor Price.
 5. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.
 6. Individual investors shall have the option to bid in the Retail Category and the non-Retail Category. However, if the cumulative bid value by an individual investor across the Retail Category and the non-Retail Category exceeds INR 2,00,000 (Rupees Two Lakhs), the bids in the Retail Category will become ineligible and only bids in the Non-Retail Category will be eligible for allocation. Further, if the cumulative bid value by an individual investor in the Retail Category across BSE and NSE exceeds INR 2,00,000 (Rupees Two Lakhs), such bids shall be rejected.
 7. Retail Investors may enter a price bid or opt for bidding at the Cut-off Price. Retail Investors are not allowed to bid below the Cut-off Price.
 8. Modification or cancellation of orders:
 - a. Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 day.
 - b. Orders placed by institutional investors and by non-institutional investors (in non-Retail Category), with 100% of the bid value deposited upfront: Such orders can be modified or cancelled any time during the trading hours on T day, and in respect of any unallotted bids which they have indicated to be carried forward to T+1 day, orders can be modified in accordance with the OFS Guidelines;
 - c. Orders placed by institutional investors without depositing 100% of the bid value upfront: Such orders cannot be modified or cancelled by the investors or stock-brokers, except for making upward revision in the price and/or quantity any time during the trading hours on T day, and in respect of any unallotted bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price and/or quantity) on T+1 day in accordance with the OFS Guidelines.
- In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation.
9. Bidders shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax, exchange turnover charges, SEBI fees and applicable stamp duty.
 10. Multiple orders from a single Bidder shall be permitted, subject to the conditions prescribed in point 6 above.
 11. In case of default in pay-in by any Bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and

	<p>collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchanges.</p> <p>12. The Equity Shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to incidence of breach of “Market wide index-based circuit filter”, the Offer shall also be halted.</p> <p>13. If the Equity Shares of the Company have a price band in the normal segment, the same shall not apply to the bids placed in the Offer.</p> <p>14. In accordance with the OFS Guidelines, the promoters and members of the promoter group of the Company, are not allowed to participate in the Offer (apart from the OFS by the Seller), and accordingly, any bid from the promoters or members of the promoter group of the Company shall be rejected.</p>
<p>Settlement</p>	<p>1. Settlement shall take place on a trade for trade basis. For bids received from non-Retail Category on T day, being non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 day in accordance with the OFS Guidelines. In the case of institutional investors who place bids on T day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions.</p> <p>2. For the bids received on T+1 day from non-Retail Investors who choose to carry forward their unallotted bids to T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day.</p> <p>3. For the bids received on T+1 day from the Retail Category, the settlement shall be carried out as per the existing rules for secondary market transactions.</p> <p>4. For the bids received on T+1 day from the non-Retail Investors who choose to carry forward their unallotted bids to T+1 day without depositing 100% of the order value upfront, the settlement shall be carried out as per the existing rules for secondary market transactions.</p> <p>5. Funds collected from the bidders who have not been allocated shares shall be released after the download of the obligations.</p>

IMPORTANT INFORMATION

The Offer is personal to each prospective bidder registered with the broker of the Stock Exchanges who is eligible to make a bid in the Offer and makes such a bid (each a “**Bidder**” and collectively, “**Bidders**”), and neither the Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy any Equity Shares, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in reliance on the OFS Guidelines. There will be no “public offer” of the Offer Shares in India under the applicable law in India, including the Companies Act, 2013, and the rules and clarifications issued thereunder, as amended from time to time (the “**Companies Act**”), or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a “prospectus” or an “offer document” with the Registrar of Companies in India and/or SEBI and/or the Stock Exchanges or any other statutory/regulatory/listing authority, in India or abroad, under applicable laws in India including the Companies Act,

the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

Each Bidder acknowledges and agrees that any buy order or bid shall be made solely on the basis of publicly available information and any information available with the SEBI, BSE, NSE, the Company's website, the website of Route Mobile Limited and any other information in the public domain, together with the information contained in this Notice, and that it has not relied on any investigation that the Seller's brokers or any other person on its behalf may have conducted with respect to the Offer Shares or the Company. The Offer is subject to the further terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own advisors regarding the tax, legal and other consequences to them of participating in the Offer and acquiring the Offer Shares.

The Company has not confirmed that it is not a Passive Foreign Investment Company ("PFIC") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended, and the Company has not confirmed that it has no plan or intention to take any action that would result in the Company becoming a PFIC in the future. No analysis has been undertaken to determine if the Company is a PFIC, and if the Company were determined to be a PFIC, there may be adverse tax consequences for U.S. holders of the Offer Shares.

Pursuant to the Offer, the Seller proposes to sell the Offer Shares to successful Bidders. Nothing in the Offer is or should be construed as giving rise to a relationship of any nature between the Seller and any other person engaging in a simultaneous offer for sale of Equity Shares through the stock exchange mechanism of the Stock Exchanges (either before or after the Offer).

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any Equity Shares, nor shall there be any sale of any Equity Shares, in any of jurisdiction in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise (collectively, "**Other Jurisdictions**"). This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdictions unless permitted pursuant to an exemption under the relevant local laws or regulations in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Offer.

The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Offer Shares are being offered and sold (1) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("**QIBs**")) pursuant to Rule 144A under the Securities Act ("**Rule 144A**") or any applicable exemption under Section 4 of the Securities Act, and (2) outside the United States in "offshore transactions" as defined in and reliance on Regulation S under the Securities Act ("**Regulation S**"). **Prospective purchasers in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of section 5 of the Securities Act provided by Rule 144A.**

Prospective purchasers of the Offer Shares are hereby advised that any resale of such shares in the United States must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption from the registration requirements of securities laws in the United States.

Other than the Seller's Brokers, no broker may solicit bids for the Offer Shares or accept orders for bids for the Offer Shares from persons in the United States.

By submitting a bid in connection with the Offer, each broker will also be deemed to have read and understood this Notice in its entirety and accepted and complied with the terms and conditions set out in this Notice. In addition, each broker, except for the Seller's Brokers, will be deemed to have (a) represented that it is located outside the United States, (b) that it has not accepted an order to submit a bid in connection with the Offer from a person in the United States, and (c) represented that none of it, its affiliates or any person acting on its or their behalf has engaged in any "directed selling efforts" (within the meaning of Regulation S) in connection with the Offer.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out in (i) or (ii) below, as appropriate:

(i) Persons Outside the United States

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or under the securities laws of any state of the United States and are being offered and sold to it in accordance with Regulation S.
- (a) it was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Shares was made to it and it was outside the United States when its buy order for the Offer Shares was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Shares was made to it and such customer was outside the United States when such customer's buy order for the Offer Shares was originated.
- It did not submit a bid for the Offer Shares as a result of any directed selling efforts (as defined in Regulation S).
- It is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from the registration requirements of the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- The placing of orders for the purchase of the Offer Shares and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Shares, in which it is resident, and in which the sale and purchase of the Offer Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the OFS Guidelines and the Foreign Exchange Management Act, 1999 and the rules issued thereunder, each as amended.
- It will not hold or seek to hold the Seller or the Sellers' Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or its subsidiaries or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the broker acting on its behalf in connection with the purchase of the Offer Shares.
- It is not an affiliate (as defined in Rule 501(b) under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company.
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is submitting a bid for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to purchase the Offer Shares for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in

this paragraph shall survive the resale of the Offer Shares.

- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

(ii) Persons in the United States

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or the laws of any state of the United States and that the offer and sale of the Offer Shares to it is made in reliance on an exemption from the registration requirements of the Securities Act provided by Rule 144A or another available exemption from the registration requirements of the Securities Act and in reliance on exemptions from applicable state securities laws.
- It is a QIB acquiring the Offer Shares for its own account or for the account of one or more QIBs, each of which is acquiring beneficial interests in the Offer Shares for its own account.
- It did not submit a bid for the Offer Shares as a result of any general solicitation or general advertising (within the meaning of Rule 502(c) under the Securities Act).
- It represents and warrants that is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will only offer, sell, pledge or otherwise transfer such Offer Shares (a) in the United States (i) to a person who the seller reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iii) pursuant to another available exemption from the registration requirements of the Securities Act, or (iv) pursuant to an effective registration statement under the Securities Act, or (b) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, in each case in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India. Except for sales made in accordance with Rule 903 or 904 of Regulation S, it will, and each subsequent purchaser is required to, notify any subsequent purchaser from it of the resale restrictions referred to in (a) above.
- It understands that Offer Shares purchased pursuant to Rule 144A or another available exemption under the Securities Act will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and it agrees that it shall not deposit such Offer Shares into any unrestricted depository facility established or maintained by any depository bank.
- The placing of orders for the purchase of the Offer Shares and resultant purchase on successful allocation is and will be lawful under the laws of the jurisdictions in which it places such orders to purchase Offer Shares, in which it is resident, and in which the sale and purchase of the Offer Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the OFS Guidelines and the Foreign Exchange Management Act, 1999 and the rules issued thereunder, each as amended.
- It will not hold or seek to hold the Seller or the Sellers' Brokers or any of their respective affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or its subsidiaries or otherwise responsible or liable in any manner whatsoever in respect of any losses incurred in connection with transactions entered into by the broker acting on its behalf in connection with the purchase of the Offer Shares.
- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Shares.

- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is submitting a bid for one or more managed accounts, it represents and warrants that it is authorised in writing by each such managed account to submit the bid for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- It acknowledges that the Seller and the Seller’s Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.


References in this Notice to the “United States” is to the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (collectively, the “**United States**”).

[The remainder of this page has been intentionally left blank. Signature page follows.]

Yours sincerely,

This signature page forms an integral part of the notice regarding offer for sale by way of the stock exchange mechanism of Equity Shares of Route Mobile Limited by Proximus Opal

For and on behalf of **Proximus Opal**

A handwritten signature in blue ink, appearing to read 'M. Reid', is written above a horizontal line.

Authorized Signatory
Name: Mark REID
Designation: Director